

Approved – September 21, 2011

**Minutes of the Executive Committee of the  
General Assembly Mission Council (GAMC)  
Of the Presbyterian Church (U.S.A.)  
The Brown Hotel  
March 30, 2011  
Louisville, Kentucky**

**CALL TO ORDER** The 212<sup>th</sup> stated meeting of the Executive Committee of the General Assembly Mission Council was called to order by chair, Mr. Michael Kruse. Mr. Kruse led the Executive Committee members in prayer and recitation of the GAMC Executive Committee Covenant.

**ATTENDANCE** Those present for all or a portion of the meeting were:

*Members*  
Clark Cowden – Chair, Vocation Mission Committee  
Alan Ford – Chair, Stewardship Mission Committee  
Roger Gench – Chair, Justice Mission Committee  
Thomas Gillespie – Chair, Discipleship Mission Committee  
Aleida Jernigan – Member-at-large  
Michael Kruse – Chair  
Carolyn McLarnan – Vice-chair  
Matt Schramm – Chair, Evangelism Mission Committee  
Joyce Smith – Member-at-large  
Linda Valentine – Member ex-officio

*Executive Leadership Team*  
Joey Bailey – Deputy Executive Director for Shared Services  
Roger Dermody – Deputy Executive Director for Mission  
Jill Hudson – Coordinator, Middle Governing Body Relations  
Vince Patton – Executive Administrator  
Karen Schmidt – Deputy Executive Director for Communications and Funds Development

*Recorder* Susan Abraham – GAMC Staff, Office of the Executive Director

*Others*  
Terri Bate – GAMC Staff, Communications and Funds Development  
Rob Bullock – GAMC Staff, Communications and Funds Development  
Barry Creech – GAMC Staff, Communications and Funds Development  
Martha Clark – GAMC Staff, Legal Services  
Dave Crittenden – GAMC Staff, Communications and Funds Development  
Dana Dages – GAMC Staff, Office of the Executive Director  
April Davenport – GAMC Staff, Legal Services  
Carmen Fowler – Presbyterian Layman  
Bethany Furkin – Presbyterian News Service  
Alma Jean Marion – Committee on Representation (Observer)  
Lee Hinson-Hasty – GAMC Staff, Theology, Worship and Education

Mike Kirk – GAMC Staff, Legal Services  
Sam Locke – GAMC Staff, Communications and Funds Development  
Leslie Scanlon – Presbyterian Outlook  
Tom Taylor – Presbyterian Foundation

**ACTION 1-EC-33011**  
*Adoption of agenda*

Mr. Kruse reviewed and the Executive Committee **VOTED to adopt** the proposed agenda for this meeting (**Appendix 1**).

**ACTION 2-EC-33011**  
*Approval of Executive Committee Minutes*

The Executive Committee reviewed and **VOTED to approve** the following Executive Committee Conference Call Minutes as presented:

- January 20, 2011
- January 28, 2011
- March 10, 2011

**ACTION 3-EC-33011**  
*Approve Celebration of Holy Communion*

The Executive Committee **VOTED to approve** the daily celebration of Holy Communion at:

1. the 2011 Women of Color Consultation (WoCC) on October 20-23 in Charlotte, North Carolina;
2. the Presbytery Leader Formation Program on May 15-20, 2011 in West Cornwall, Connecticut.

**ACTION 4-EC-33011**  
*Extension of Deadline for Application to the Heiserman Fund*

The GAMC Executive Committee **VOTED to forward** the request from the National Mission Partnership Fund table to extend the deadline for application to the Heiserman Fund for mission partnership grants to the Synod of Puerto Rico and the Synods of Northeast/Mid-Atlantic to April 1, 2011 to the General Assembly Mission Council with a recommendation for approval.

**Background:**

Any unused monies from the Heiserman Fund on December 31, 2010 were to be returned to the General Assembly general fund via recommendation from the National Mission Partnership Fund table and by action of the GAMC. The Synod of Puerto Rico had a grant in process and was asked to stop any new work while in conversation with the Special Committee on Administrative Review of the Synod of Puerto Rico. They have now been freed to pursue new work and would like to request their share of the Heiserman bequest. The Synods of Northeast and Mid-Atlantic were in the last stages of developing a proposal but were unable to make the December 31 deadline for submission. These are the only two applications that have asked for an extension and the NMFP table agrees that no additional applications should be considered beyond April 1, 2011 and any unused dollars returned to the General Assembly as previously decided.

**ACTION 5-EC-33011**  
*PC(USA) Foundation Bylaws*

The GAMC Executive Committee **VOTED to approve** the following resolutions:

**RESOLVED**, the General Assembly Mission Council Executive Committee hereby approves the amendments to the bylaws of the Presbyterian Church

(U.S.A.) Foundation ("Foundation") as approved by the Foundation's Board of Trustees on February 19, 2011, (**Appendix 2**); and

**FURTHER RESOLVED**, the General Assembly Mission Council Executive Committee recommends to the General Assembly Mission Council it approve these amendments to the Foundation's bylaws.

**Background:**

The Foundation's Board of Trustees approved the attached amendments to the Foundation's bylaws at its February 19, 2011 meeting. Pursuant to the bylaws, proposed amendments shall first be approved by the General Assembly Mission Council.

The substantive changes are as follows:

- 1) Remove the overlap of outgoing and incoming trustees at the fall meeting
- 2) Remove any reference to Emeritus Trustees
- 3) Define the annual meeting
- 4) Define the committee structure
- 5) Define expectations for attendance
- 6) Provide for removal of trustees from office
- 7) Provide clarification of corporate officers
- 8) Reflect current practice with regard to salaries and accounting systems

**ACTION 6-EC-33011**  
*San Gabriel Process for the  
21<sup>st</sup> Century*

The Executive Committee **VOTED to approve** the formation of a task team to review the Report of the Task Force to Respond to San Gabriel Overtures (206<sup>th</sup> General Assembly Minutes, pp. 246-249) and make a recommendation of a new system to bring the San Gabriel process into the 21<sup>st</sup> Century.

This team shall consist of the following individuals: Manager of Projects and Operations, World Mission, Coordinator for Mission Personnel Recruitment and Relations, World Mission, Chair of GAMC Vocation Committee, a representative from a presbytery, and a member of the Association of Presbyterian Mission Promoters.

**Background:**

In 1994 the Task Force to Respond to the San Gabriel Overtures 92-30 and 92-31 from the 204<sup>th</sup> General Assembly (1992) presented a report to the 206<sup>th</sup> General Assembly (1994). The recommendations of that report were approved by the 1994 Assembly (GA Minutes, pp. 75-76 and 246-249). The report set up a process by which presbyteries could have a greater role in the recruitment and appointment of mission personnel.

We believe that this work needs broader representation and more time than the current GAMC Committee can provide.

After a recent review of the task team's report documents we believe that what is mandated does not relate to current realities. Some specifics not addressed by this document include:

- The desire of congregations to be more involved in the sending of mission personnel
- The inability of the church to practice parity of compensation and benefits packages for all mission personnel regardless of the sending body
- The current funding patterns and realities for validated/prioritized positions
- Acknowledgement as denominational mission personnel of those sent by presbyteries without the assistance of the GAMC
- The church's current mandate that the GAMC serve as "the nucleus for international mission coordination, strategy, evaluation, deployment of personnel, and disbursement of funds" (206<sup>th</sup> General Assembly, 1994, Minutes, 30.209 p. 247) doesn't respond to today's decentralized reality.

The task team was chosen because the members have experience with the appointment process of mission personnel by Presbyterian World Mission, experience working at the middle governing body level with the appointment process of mission personnel, and experience with the San Gabriel process used to date.

The work of the proposed "San Gabriel Review Task Team" can be done by conference call and email so it would not have any annual cost.

ACTION 7-EC-33011  
*2012 September GAMC Meeting*

The General Assembly Mission Council Executive Committee **VOTED to forward** to the General Assembly Mission Council the recommendation to accept an invitation from the Presbyterian Church of Korea (PCK) to hold a GAMC meeting in Seoul, Korea, in September 2012 and express its deep appreciation to the PCK for this generous invitation.

**Rationale:**

The Presbyterian Church of Korea has graciously invited the General Assembly Mission Council to hold its September 2012 meeting in Seoul, Korea. GAMC elected members and corresponding members, including the Moderator of the 220th General Assembly and the Stated Clerk, some staff, former PC(USA) moderators, and presidents of PC(USA) seminaries will be included in the PC(USA) delegation. Although the visit will span approximately eight days, individuals may arrive and depart at different times depending upon their roles and responsibilities. The GAMC meeting dates will be September 12 – 13.

The Rev. Dr. Seong Gi Cho, General Secretary of the Presbyterian Church of Korea, extended this generous invitation upon receiving approval from the Standing Committee of the Assembly of the PCK.

The PCK has agreed to cover all costs beyond the normal amount budgeted for a GAMC meeting. As a result, the meeting in South Korea will be on a cost-neutral basis for the GAMC. The GAMC will not spend anything more than it would normally spend on a GAMC meeting.

The General Assembly Mission Council wishes to express its deep gratitude for the Presbyterian Church of Korea's generous invitation. GAMC looks forward to working with PCK leaders to plan the meeting. The Presbyterian Church (U.S.A.) and the Presbyterian Church of Korea have a rich history of mission and ministry together, and the GAMC awaits this wonderful opportunity to celebrate the 100<sup>th</sup> Anniversary of the General Assembly of the Presbyterian Church of Korea in September 2012.

#### COTE REPORT

The Executive Committee heard a report on COTE from Mr. Lee Hinson-Hasty, GAMC staff to COTE. Mr. Hasty informed the Executive Committee that the *GAMC Manual of Operations* stipulates that COTE submit a yearly narrative report (**Item 218**) to the GAMC Executive Committee for possible comment.

Mr. Hasty also shared that COTE and its Special Task Forces, Research and Development and Leadership Initiative, met on March 21-23 in Austin, Texas. GAMC liaisons to COTE, Mr. Roger Gench and Mr. Olanda Carr along with GAMC staff, Mr. Vince Patton, Ms. Marcia Clark Myers, and Mr. Charles Wiley attended the meeting.

#### ACTION 8-EC-33011 *Procedures Subcommittee Report*

Ms. Carolyn McLarnan, Procedures Subcommittee Chair, reviewed the proposed changes to the *GAMC Manual of Operations* (**Appendix 3**). Following discussion, the Executive Committee:

1. **VOTED to TAKE NO ACTION** on the January 18, 2011, request to amend Appendix 1, Section VII, "GA Advisory and Advocacy Committees."
2. **VOTED to forward** the proposed change, including the list of committees affected, under Appendix 1, Section IX, "Other General Assembly Mission Council Related Committees" to the General Assembly Mission Council with a recommendation for approval.

Ms. McLarnan informed the Executive Committee that the Procedures Subcommittee will meet monthly via conference call to tackle its responsibilities in a systematic manner. One of its responsibilities is to review "Mission Ministries, Communications and Funds Development Ministry, Shared Services Ministry, Audit, Advocacy and Advisory Committees' manuals of operations for consistency with the *GAMC Manual of Operations* and relevance within the current context." Ms. Susan Abraham, GAMC staff to the Procedures Subcommittee, will contact staff to these ministry areas and committees when it's time for manuals to be reviewed.

REVIEW OF COMMITTEE BUSINESS      The chair of each mission committee reported highlights of business expected before each committee for this meeting.

- *Discipleship Committee* - Mr. Tom Gillespie reported that the committee only had one action item and that the committee will receive reports on Racial Ethnic Schools and Colleges, Korean English Ministries, Congregational Ministries Publishing, and the Office of Theology and Worship.

The committee will also spend time in generative discussion on “The Altered Landscape of Giving” led by Mr. Dave Crittenden, and “What Does It Mean to Grow the Church Deep and Wide in Diversity” led by Mr. Kevin Park.

- *Evangelism Committee* – Mr. Matthew Schramm reported that the Evangelism Mission Committee will begin with a joint session with the Stewardship Mission Committee to hear updates on Camps and Conference Centers and to receive the 2010 World Mission Funds Development Report, the 2009 Special Offerings Report, the preliminary 2010 Special Offerings Report and the Communications and Funds Development Annual Report.

The committee will also act on the allocation of Sam and Helen Walton Awards and the re-designation of the Shantung College Fund; participate in a discussion on “New Communities of Faith,” led by Mr. Roger Dermody; hear updates on global issues and how it’s impacting our mission co-workers and mission partners; and review 2011 goals and strategic objectives for Evangelism and Church Growth and World Mission ministry areas.

- *Justice Committee* – Mr. Roger Gench reported that the most significant item on the agenda is a biblical reflection on church and justice seeking ministries titled “What? When? Why? How? Listening for God's Call,” led by Bruce Reyes-Chow. The committee will appoint GAMC members on the Justice Mission Committee as liaisons to Presbyterian Women Creative Ministries Offering Committee and PHEWA, and engage in a discussion and act on the 2011 Proxy Voting recommendations from MRTI, and MRTI Policies and Procedures. The Order of the Day will be a presentation by Mr. Brian Ellison, chair of MRTI, titled “What Every Presbyterian Should Know About MRTI and Faith-Based Investing by the PC(USA).”
- *Stewardship Committee* – Mr. Alan Ford reported that the Stewardship Mission Committee will begin meeting after dinner on Wednesday since they have an extensive agenda. The Order of the Day will be a report from the Presbyterian Investment and Loans Program (PILP) and the Board of Pensions (BOP). The Stewardship Committee will also meet jointly with the Evangelism and Mission Committee to discuss reports from the conference centers and Mission Fund-Raising.

- *Vocation Committee* – Mr. Clark Cowden reported that action items include approval of minutes, election of chair and vice-chair, and Report of Recently Certified Christian Educators. The committee will also receive an update on the Pastoral Residency Program and a report from the Presbyterian Panel on Congregational Leadership; engage in conversation on what’s going on around the Church; and pre-view the new video from the Deep and Wide series called “Raising Up Leaders.”

FINANCIAL REPORT

Mr. Joey Bailey, Deputy Executive Director for Shared Services, reported on highlights of financial activities through December 31, 2010. He informed the Executive Committee that total receipts in 2010 were \$10.8 million higher than budget and expenditures were \$6.5 million under budget. The \$5.5 million dollar Osborn bequest and the \$11 million received for Haiti Relief contributed to the increase in receipts. GAMC also under spent Per Capita funds by \$43,000. **(See Item 204).**

The 2011 and 2012 budgets will also see an increase as a result of under spending and funds received for Haiti relief. Mr. Bailey shared that some of the fund raising costs for World Mission had to be defrayed with unrestricted funds because a major portion of the funds raised for the ministry area was restricted.

Mr. Bailey ended his report by informing the Executive Committee that a final financial report will be available after external auditors have completed their work.

FUNDS DEVELOPMENT  
REPORT

Ms. Terri Bate, Director of Funds Development, presented the 2010 World Mission Funds Development Report for 2010 **(Item 210)**.

Ms. Valentine took a moment to express her gratitude to the staff of Funds Development for their highly successful fund raising effort.

ACTION 9-EC-33011  
*2013-2014 Mission Work  
Plan Strategy Advisory  
Group*

The GAMC Executive Committee **VOTED to direct** the chair to appoint six GAMC members to serve as a Strategy Advisory Group to assist staff in the development of a Mission Work Plan for 2013-2014.

**Rationale:**

Every several years a Mission Work Plan is designed to help guide the work of the General Assembly Mission Council. The General Assembly Mission Council is currently operating under the 2009 – 2012 Mission Work Plan.

The 2013-2014 Mission Work Plan must be approved by the elected body of the General Assembly Mission Council in May 2012 and subsequently by the 220th General Assembly.

GAMC staff will have responsibility for developing the strategy, plan and budget that will be encompassed in the 2013-2014 Mission Work Plan, in consultation with the Strategy Advisory Group. The Strategy Advisory Group will provide guidance, oversight and input to staff in this work.

In addition, the current structure of five goal area committees was established in 2006. The Strategy Advisory Group will review the committee structure of the GAMC and may propose a different committee structure for GAMC. Since elections of GAMC leadership, including committee chairs will be at the February 2012 meeting of the GAMC, this part of the group’s work should be done in time

to present it to the February 2012 meeting.

Meetings of the Strategy Advisory Group will be by electronic meetings (conference call and Go To Meeting or webinars) and in conjunction with scheduled Council meetings.

GAMC PLAN FOR SUPPORT  
& ENGAGEMENT OF  
PRESBYTERIAN MISSION

Ms. Karen Schmidt, Deputy Executive Director for Communications and Funds Development (CFD), distributed copies of the “2011-2012 Plan for Support for Presbyterian Mission,” and reviewed strategies to engage support for Presbyterian Mission in 2011 and 2012.

Ms. Schmidt informed the Executive Committee that the awareness level of people in the pews has moved from 16% to 36% and that the plan is designed to increase awareness to 90%, particularly at the session level.

Phase II of the process is to develop plans for support for each of the ministry areas and their programs. CFD is working on trying to establish GAMC as the mission agency of choice for an individual donor who is deciding on a mission ministry he/she wants to be involved in. If nFOG is adopted, the General Assembly Mission Council will need to assume a new name. The name “Presbyterian Mission” is being considered since it has cache and equates to being the mission agency of choice.

Ms. Schmidt introduced Dave Crittenden, Director of Stewardship, whose role is to engage with presbyteries and churches to stem the decline of Shared Mission.

ACTION 10-EC-33011  
*Closed Session*

The Executive Committee **VOTED to** move into closed session at 11:13 a.m.

ACTION 11-EC-33011  
*Rise from Closed Session*

The Executive Committee **VOTED to rise** from closed session at 11:44 a.m. and reported the following actions:

ACTION 12-EC-33011  
*Charter for IARP  
Transition Team*

The General Assembly Mission Council Executive Committee **VOTED to approve** the following action:

**RESOLVED** that the Charter for the Independent Abuse Review Panel Transition Team be, and it hereby is, approved, ratified and confirmed (**Appendix 4**).

**Background:**

The Staff Study Team and the Independent Abuse Review Panel Transition Team reviewed and approved the Charter. The Charter addresses various aspects of the IARP Transition Team's work, including but not limited to scope, confidentiality, independence, duration (ending December 31, 2011), process and counseling.

ACTION 13-EC-33011  
*HIPAA Compliance  
Procedures*

The Executive Committee **VOTED to approve** the following action items and procedures so that the Presbyterian Church (U.S.A.), A Corporation (PCUSA), as plan sponsor and administrator of its Section 125 plans, complies with the Health Insurance Portability and Accountability Act (“HIPAA”) in both form and operation:



1. Designate the General Counsel or designee to serve as the Privacy Official who is responsible for supervising the IRS Section 125 plans (specifically, the Health FSA, Dental, and Vision plan) compliance with HIPAA's privacy standards.
2. Authorize the Privacy Official to form a HIPAA Team.
3. Authorize the Privacy Official, working with the HIPAA Team, to develop, implement, and maintain policies and procedures in compliance with HIPAA, including training programs, employee education, and procedures for handling privacy-related complaints.
4. Authorize the Privacy Official to negotiate and sign business associate agreements on behalf of the PCUSA, the Health FSA, Dental, and Vision plans, and to coordinate use and disclosure of protected health information ("PHI") from business associates.
5. Designate the General Counsel or designee to serve as the Security Official responsible for supervising compliance with HIPAA's security standards for the self-insured health plans which may comply with HIPAA.
6. Authorize the Security Official to: (1) conduct a regular assessment of the potential risks and vulnerabilities to the confidentiality, integrity, and availability of electronic PHI held by the Health FSA, the Dental, and the Vision plans; and (2) document such assessment.
7. Authorize a thorough compliance audit that includes the Health FSA, the Dental, and the Vision plans as well as the Parking, the Dependent Care, the Cancer, and the Accidental Death & Dismemberment plans, all of which are sponsored by the PCUSA. This audit will seek to identify operational and procedural concerns as well as any patterns of false claims.
8. Approve, ratify, and confirm the actions taken by employees of the PCUSA to bring the self-insured health plans into compliance with HIPAA.

**Background:**

A recent review of our self-insured plans by outside counsel revealed a lack of compliance with certain requirements of HIPAA. Our outside counsel has proposed the eight action items listed above to bring the PCUSA, the GAMC, and our plans into compliance with HIPAA.

ADJOURNMENT &  
CLOSING PRAYER

The meeting of the Executive Committee was closed with prayer and Committee members adjourned for lunch and a joint meeting with the Committee on the Office of the General Assembly (COGA).

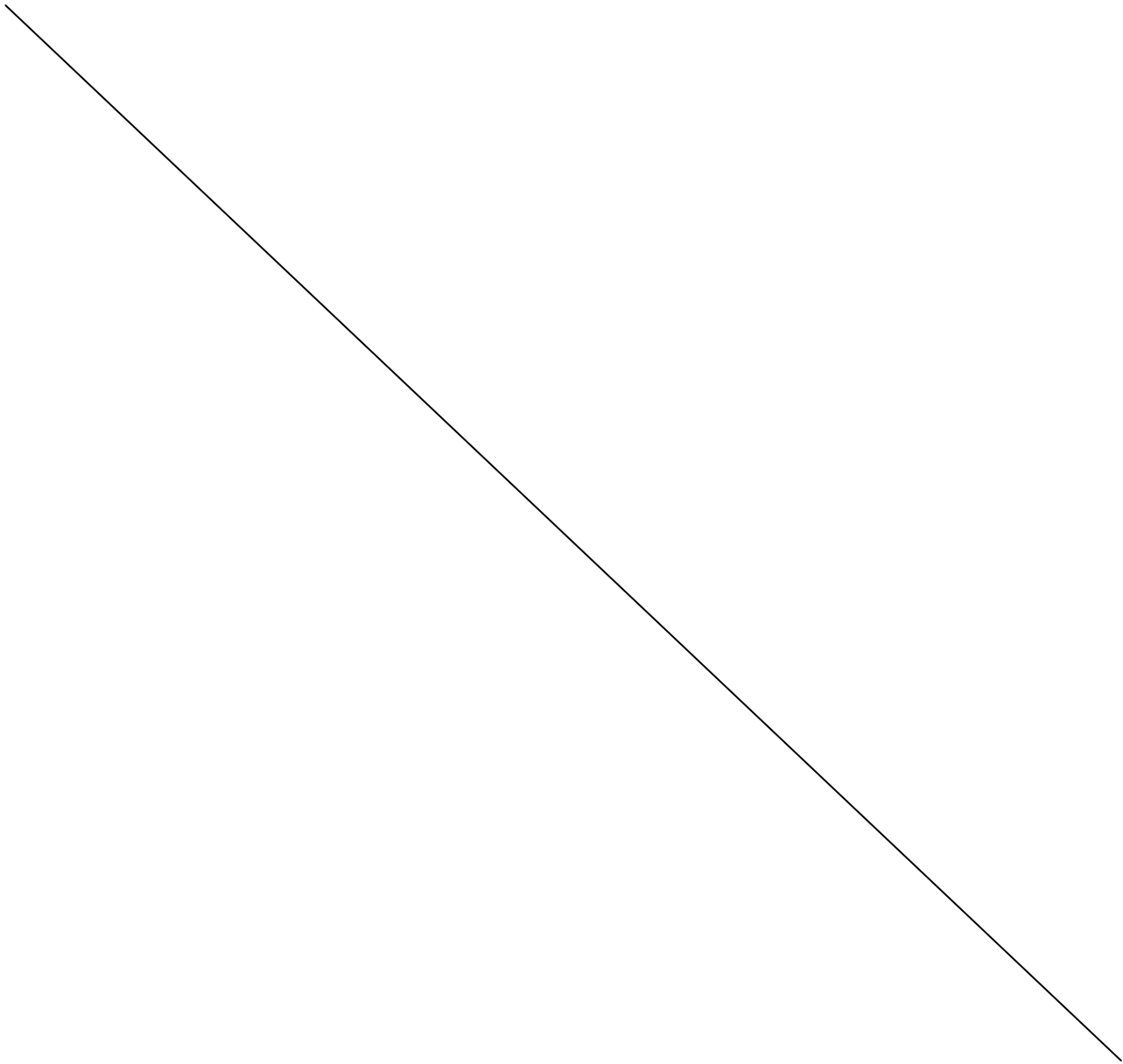
Respectfully Submitted,

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Mr. Michael Kruse  
Chair, General Assembly Mission Council

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Ms. Linda Valentine  
Executive Director, General Assembly Mission Council



**ITEM H.100**  
**GAMC Executive Committee**  
**March 30, 2011**  
**The Brown Hotel, 335 W. Broadway**  
**Louisville, KY 40202**  
**502-583-1234**  
**Room – Secretariat B**  
**AGENDA**

**Wednesday, March 30, 2011**

**9:00 a.m.** Welcome/Call to Order/Prayer

*Michael Kruse*

***Recitation of GAMC Executive Committee Covenant***

We, the General Assembly Mission Council Executive Committee, called to this ministry as disciples of Jesus Christ, covenant together to:

- Seek God’s will, remaining open to fresh movement of the Holy Spirit, acting boldly and creatively for the sake of the Gospel of Jesus Christ in ministry and mission
- Relate to one another with honesty, trust, respect, openness and kindness, proclaiming God’s graciousness by risking and daring transformation in our lives and work
- Be faithful stewards, seeking to make wise decisions in partnership with the greater church, doing our homework, listening to all points of view, working for consensus, and faithfully supporting decisions we have made
- Worship and pray with joy and appreciation for God’s guidance in doing this work.

**9:10 a.m.** ➤ Review and Adopt Agenda – **H.100**

- Approval of Minutes of Conference Calls on: – **H.101**
  - a. January 20, 2011
  - b. January 28, 2011
  - c. March 10, 2011

➤ Celebration of Holy Communion – **H.102**

➤ Heiserman Fund (Extension of Deadline) – **H.103**

*Jill Hudson*

**9:30 a.m.** ➤ PC(USA) Foundation Bylaws – **H.104**

*Martha Clark*

➤ Task Team to revise the San Gabriel Process for the 21<sup>st</sup> Century – **H.105**

*Roger Dermody*

**9:40 a.m.** 2012 September GAMC Meeting – **H.106**

*Linda Valentine*

<b>9:50 a.m.</b>	COTE Report – <b>Item #218</b>	<i>Lee Hinson-Hasty</i>
<b>10:00 a.m.</b>	Procedures Subcommittee Report – <b>H.107</b>	<i>Carolyn McLarnan</i>
<b>10:15 a.m.</b>	Break	
<b>10:30 a.m.</b>	Review of Committee Plans: <ul style="list-style-type: none"><li>➤ Discipleship</li><li>➤ Evangelism</li><li>➤ Justice</li><li>➤ Stewardship</li><li>➤ Vocation</li></ul>	<i>Tom Gillespie</i> <i>Matthew Schramm</i> <i>Roger Gench</i> <i>Alan Ford</i> <i>Clark Cowden</i>
<b>10:45 a.m.</b>	<ul style="list-style-type: none"><li>➤ Financial Report</li><li>➤ Funds Development Report</li></ul>	<i>Joey Bailey</i> <i>Terri Bate</i>
<b>11:00 a.m.</b>	2013-2014 Mission Work Plan – <b>H.108</b> <ul style="list-style-type: none"><li>➤ Discussion</li><li>➤ Appointment of Advisory Group by Chair</li></ul>	<i>Linda Valentine</i>
<b>11:45 a.m.</b>	GAMC Plan for Support of Presbyterian Mission	<i>Karen Schmidt</i>
<b>11:50 a.m.</b>	Closed Session	<i>Martha Clark</i>
<b>12:00 p.m.</b>	Adjournment with prayer	
<b>12:00 p.m.</b>	Lunch and Joint Meeting with COGA – <i>Gallery Ballroom</i>	

**BYLAWS**  
**OF**  
**THE PRESBYTERIAN CHURCH (U.S.A.) FOUNDATION**  
**(As Amended ~~February 23, 2008~~ February 19, 2011)**  
**(AND FOUNDATION CONSTITUENT CORPORATIONS**  
**LISTED IN ANNEX A HERETO)**  
**(Annex A Amended January 1, 2007)**

## **ARTICLE I**

### **Offices and Fiscal Year**

**Section 1.01. Offices.** The Fiduciary Corporation may have offices at such places within or without the United States of America as the Board of Trustees may from time to time appoint or the business of the Fiduciary Corporation requires.

**Section 1.02. Fiscal Year.** The fiscal year of the Fiduciary Corporation shall begin on the first day of April in each year.

## **ARTICLE II**

### **Trustees and Members**

**Section 2.01. Selection of Trustees; Members.** The persons who shall be selected from time to time by the General Assembly of the Presbyterian Church (U.S.A.) ("General Assembly") to be the Board of Trustees of the Presbyterian Church (U.S.A.) Foundation, ("Fiduciary Corporation") shall by virtue of their offices, constitute the Board of Trustees of each Corporation listed in Annex A hereto (which Corporations so listed are referred to collectively in these bylaws as "Foundation Constituent Corporations") and, to the extent that these bylaws are applicable to Foundation Constituent Corporations incorporated under the laws of Illinois, shall also be the members of such Corporations; otherwise the Foundation Constituent Corporations shall have no members as such. The Fiduciary Corporation shall have no members, as such, except the Presbyterian Church (U.S.A.), A Corporation, hereinafter sometimes referred to as the "Central Treasury Corporation", which shall be a member of the Fiduciary Corporation without vote.

**Section 2.02. Number and Tenure of Trustees.** The Trustees of the Fiduciary Corporation shall be in such number, and for such terms, and may include such a number of ex officio trustees with voice and vote, who shall be elected in such a manner, as the General Assembly may determine. The permanent

complement of the Board of Trustees shall consist of nineteen (19) members elected by the General Assembly for four-year terms plus the Stated Clerk of the General Assembly and the Executive Director of the General Assembly Mission Council ex officio. An elected Trustee shall be eligible to serve two terms, for a total of eight (8) years. Beginning in 2006, no person may serve more than two terms, full or partial. The number of Trustees may be increased or decreased at any time, as determined by the General Assembly. Persons elected to the Board of Trustees shall begin their term of service immediately upon the adjournment of the General Assembly by which they are elected, ~~and continue for one meeting following the election of their successors.~~

~~**Section 2.03. Emeritus Trustees.** Any individual elected as Emeritus Trustee prior to the date of this amendment shall continue to serve in such position with voice but not vote until the conclusion of that term, and will not be included in the total number of Trustees as set forth in Section 2.02 above. After the date of this amendment, no Emeritus Trustees shall be elected.~~

## ARTICLE III

### Board of Trustees

**Section 3.01. Meetings of Trustees.** Every meeting of the Board of Trustees of the Fiduciary Corporation shall be, without further notice or action, a meeting of the Board of Trustees of each of the Foundation Constituent Corporations.

**Section 3.02. Powers; Liability.**

(a) The Board of Trustees shall have full power to conduct, manage, and direct the business and affairs of the Fiduciary Corporation; and all powers of the Fiduciary Corporation are hereby granted to and vested in the Board of Trustees.

(b) A Trustee of the Fiduciary Corporation shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless the Trustee has breached or failed to perform the duties of his or her office under 42 Pa.C.S. Section 8363 and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provisions of this subsection shall not apply to the responsibility or liability of a Trustee pursuant to any criminal statute or the liability of a Trustee for the payment of taxes pursuant to local, state or Federal law.

**Section 3.03. Organization.** At every meeting of the Board of Trustees, the chair or, in the absence of the chair, the vice chair, or a chair chosen by a majority of the Trustees present, shall preside, and the secretary, or, in the absence of the secretary, an assistant secretary, or, in the absence of the secretary and the assistant secretaries, any person appointed by the chair of the meeting shall act as secretary.

**Section 3.04. Place of Meeting.** Meetings of the Board of Trustees may be held at such place within or without the United States of America as the Board of Trustees may from time to time appoint, or as may be designated in the notice of the meeting.

**Section 3.05. Regular Meetings.** Regular meetings of the Board of Trustees shall be held at such time and in such place as shall be designated from time to time by resolution of the Board of Trustees. ~~and~~ ~~p~~ The last meeting of the calendar year shall be designated as the annual meeting. Prior to the ~~meeting~~ ~~designated as the annual meeting~~ for organization, the chair and vice chair shall make recommendations for the appointment of members to committees and election of officers to be voted upon by the Board at the ~~organizational~~ annual meeting. Officers may also be elected at any other meeting of the Trustees. At every regular meeting, the Trustees shall transact such business as may properly be brought before the meeting. Notice of regular meetings need not be given unless otherwise required by law or these bylaws.

**Section 3.06. Special Meetings.** Special meetings of the Board of Trustees shall be held whenever called by the chair of the Board of Trustees or by one-tenth or more of the Trustees by telephone or in writing at least 48 hours (in the case of notice by mail) before the time at which the meeting is to be held. Every such notice shall state the time and place of the meeting.

**Section 3.07. Quorum, Manner of Acting and Adjournment.** Twelve (12) Trustees shall be present at each meeting in order to constitute a quorum for the transaction of business. Every Trustee, whether elected by the General Assembly or ex-officio, shall be entitled to one vote. Except as otherwise specified in the Articles of Incorporation or these bylaws or provided by statute, the acts of a majority of the Trustees present at a meeting at which a quorum is present shall be the acts of the Board of Trustees. In the absence of a quorum, a majority of the Trustees present and voting may adjourn the meeting from time to time until a quorum is present. The Trustees shall act only as a Board of Trustees and individual Trustees shall have no power as such, except that any action which may be taken at a meeting of the Trustees may be taken without a meeting if a consent or consents in writing setting forth the action so taken shall be signed by all of the Trustees in office and shall be filed with the secretary of the Fiduciary Corporation.

**Section 3.08. Committees.** The Board of Trustees shall, by resolution adopted by a majority of the Trustees in office, establish ~~an Executive Committee and may by like action establish~~ one or more ~~other~~ committees, each such committee to consist of two or more Trustees of the Fiduciary Corporation. The Board may designate one or more Trustees as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member, and the alternate or alternates, if any, designated for such member, of any committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not the member or members constitute a quorum, may unanimously appoint another Trustee to act at the meeting in the place of any such absent or disqualified member. Each committee of the Board shall serve at the pleasure of the Board.

No committee of the Board of Trustees, other than the Executive Committee or a committee having responsibility for supervising or effecting securities transactions, shall, pursuant to resolution of the Board of Trustees or otherwise, exercise any of the powers or authority vested by these bylaws, the Nonprofit Corporation Law of 1988 or other applicable law in the Board of Trustees as such, but any other committee of the Board of Trustees may make recommendations to the Board of Trustees or Executive Committee or a committee having responsibility for supervising or effecting securities transactions concerning the exercise of such powers and authority.

A majority of the Trustees in office designated to a committee, or Trustees designated to replace them as provided in this Section, shall be present at each meeting to constitute a quorum for the transaction of business and the acts of a majority of the Trustees in office designated to a committee or their replacements shall be the acts of the committee.

Each committee shall keep regular minutes of its proceedings in a book or books to be kept for that purpose and shall report such proceedings periodically to the Board of Trustees.

~~The Board of Trustees shall function primarily as a body of the whole. In cases of emergency, when the full Board cannot be convened to act as a body of the whole, the Board chair, vice chair and the chairs of the Audit and Corporate Compliance, Board Development and Human Resources, Investment, and Vision and Outreach Committees shall constitute an Executive Committee and shall have and exercise all of the powers and authority of the Board of Trustees in the management of the business and affairs of the Fiduciary Corporation, except that the Executive Committee shall not have any power or authority as to the following:~~

**Executive Committee.** The Executive Committee shall be comprised of the Board chair, vice chair and the chairs of the Audit and Corporate Compliance, Board Development and Human Resources, Investment, and Vision and Outreach Committees. It shall meet at the call of the Board chair or vice chair. Between regular meetings of the Board, when deemed necessary, the Executive Committee shall perform the duties of and have all the powers vested in the Board of Trustees, except to the extent excluded below. Any action of the Board taken by the Executive Committee pursuant to this interim authority shall be duly recorded in the minutes of the Fiduciary Corporation and reported to the full Board at the next meeting. The Board may assign other duties to the Executive Committee as needed. A quorum consisting of a majority of the members of the Executive Committee shall be necessary to constitute a duly authorized meeting.

Notwithstanding the above, the Executive Committee shall not have any power or authority as to the following:

- (1) The adoption, amendment or repeal of the bylaws, or the adoption of any amendment of articles or plan or merger, division or consolidation or the approving of the sale, lease or exchange of all or substantially all of the assets of the Fiduciary Corporation or of the dissolution of the Fiduciary Corporation.
- (2) The amendment or repeal of any resolutions of the Board.
- (3) Action on matters committed to a committee having responsibility for supervising or effecting securities transactions.

~~No committee of the Board of Trustees, other than the Executive Committee or a committee having responsibility for supervising or effecting securities transactions, shall, pursuant to resolution of the Board of Trustees or otherwise, exercise any of the powers or authority vested by these bylaws, the Nonprofit Corporation Law of 1988 or other applicable law in the Board of Trustees as such, but any other committee of the Board of Trustees may make recommendations to the Board of Trustees or Executive Committee or a committee having responsibility for supervising or effecting securities transactions concerning the exercise of such powers and authority.~~



A majority of the Trustees in office designated to a committee, or Trustees designated to replace them as provided in this section, shall be present at each meeting to constitute a quorum for the transaction of business and the acts of a majority of the Trustees in office designated to a committee or their replacements shall be the acts of the committee.

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Each committee shall keep regular minutes of its proceedings in a book or books to be kept for that purpose and shall report such proceedings periodically to the Board of Trustees.

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Sections 3.05, 3.06 and 3.07 shall be applicable to committees of the Board of Trustees.

**Section 3.09. Compensation and Expenses.** Except as permitted by the last sentence of Section 5.14 of these bylaws, no compensation of any kind shall be paid directly or indirectly by the Fiduciary Corporation to, and no loan or other extension of credit shall be made for the benefit of, any Trustee, as such, or as an officer or employee of the Fiduciary Corporation. Trustees may be reimbursed for expenses in a manner consistent with any applicable policies adopted by the General Assembly Mission Council of the Presbyterian Church (U.S.A.) ("General Assembly Mission Council") or the General Assembly.

**Section 3.10. Personal Liability of Trustees.** A Trustee of the Fiduciary Corporation shall not be personally liable, as such, for monetary damages for any action taken, or any failure to take any action, unless:

- (1) The Trustee has breached or failed to perform the duties of his or her office under 15 Pa.C.S. Section 5712; and
- (2) The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

The provisions of this Section shall not apply to:

- (1) The responsibility or liability of a Trustee pursuant to any criminal statute; or
- (2) The liability of a Trustee for the payment of taxes pursuant to local, State or Federal law.

The provisions of this Section are cumulative of and shall be in addition to and independent of any and all:

- (1) Other limitations on the liabilities of Trustees of this Fiduciary Corporation, as such, whether such limitations arise under or are created by any statute, rule of law, provision of the articles of incorporation, agreement, vote of the General Assembly, disinterested Trustees or otherwise; and
- (2) Rights of indemnification existing under these bylaws or otherwise.

In any action, suit or proceeding involving the application of the provisions of this Section, the party or parties challenging the right of a Trustee to the benefits of this Section shall have the burden of proof.

**Section 3.11. Attendance.** Excluding the Stated Clerk of the General Assembly and the Executive Director of the General Assembly Mission Council, a Trustee's absence from two (2) regular meetings of the Board of Trustees within a twelve (12) month period shall be reviewed by the Executive Committee. The Executive Committee shall make a recommendation to the Board Development Committee as to whether the Trustee is

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able to fulfill his/her Board duties due to inability to attend. A Trustee may be removed by a vote of two-thirds of the trustees present at any duly called meeting of the Board.

**Section 3.12. Removal of Trustees.** Excluding the Stated Clerk of the General Assembly and the Executive Director of the General Assembly Mission Council, at the recommendation of the Executive Committee to the Board Development Committee, a Trustee may be removed from office, without assigning any cause, by an affirmative vote of two-thirds of the trustees present at any duly called meeting of the Board.

## Article IV

### Notice - Waivers - Meetings

**Section 4.01. Notice, What Constitutes.** Whenever written notice is required to be given to any person under the provisions of the articles, these bylaws, the Nonprofit Corporation Law of 1988 or other applicable law, it may be given to such person, either personally or by sending a copy thereof by first class mail, postage prepaid, by telegram, charges prepaid, by overnight delivery, charges prepaid, by facsimile, with confirmation of delivery, or by electronic mail, to his or her address, fax number, or electronic mail address appearing on the books of the Fiduciary Corporation, or in the case of Trustees, supplied by the Trustee to the Fiduciary Corporation for the purpose of notice. If the notice is sent by mail, or by telegraph, or overnight delivery, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a telegraph office or overnight delivery service for transmission to such person. If the notice is sent by facsimile, it shall be deemed to have been given when a written report of successful transmission has been received. If the notice is sent by electronic mail, it shall be deemed to have been given upon completion of transmission. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by law or these bylaws.

When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

**Section 4.02. Waiver of Notice.** Whenever any written notice is required to be given under the provisions of the articles, these bylaws, the Nonprofit Corporation Law of 1988 or other applicable law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except as otherwise required by this Section and by Section 8.06 of these bylaws, neither the business to be transacted nor the purpose of a meeting need be specified in the waiver of notice of such meeting.

Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

**Section 4.03. Modification of Proposal Contained in Notice.** Whenever the language of a proposed resolution is included in a written notice of a meeting, the meeting considering the resolution may without further notice adopt it with such clarifying or other amendments as do not enlarge its original purpose.

**Section 4.04. Conference Telephone Meetings.** One or more persons may participate in a meeting of the Board or of a committee of the Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section shall constitute presence in person at such meeting.

## ARTICLE V

### Officers

**Section 5.01. Number, Qualifications and Designation.** The officers of the Fiduciary Corporation shall be a president, one or more vice presidents, a secretary, a treasurer, and such other officers as may be elected in accordance with the provisions of Section 5.03 of this Article. Any number of offices may be held by the same person. Officers may but need not be Trustees or members of the Fiduciary Corporation, and shall be natural persons of full age except that the treasurer or assistant treasurer may be a corporation. The Board of Trustees may elect from among the members of the Board a chair of the Board and a vice chair of the Board who shall be officers of the Fiduciary Corporation.

**Section 5.02. Selection and Term of Office.** The officers of the Fiduciary Corporation shall be selected and their terms of office shall be determined as follows:

(1) The president, any vice presidents, the treasurer and other executive officers of the Fiduciary Corporation, except those elected by delegated authority pursuant to Section 5.03, shall be elected by the Board of Trustees. The president shall be elected for a term of four years, subject to confirmation by the General Assembly, and shall be eligible for reelection. Any vice presidents, the treasurer and other executive officers of the Fiduciary Corporation shall be elected for the term of their employment with the Fiduciary Corporation.

(2) The office of secretary shall be comprised of a recording secretary and a corporate secretary. The recording secretary shall be the person for the time being in office as the Stated Clerk of the General Assembly of the Presbyterian Church (U.S.A.) with one or more associates in that office to serve as assistant recording secretary. The corporate secretary shall be the person for the time being in office as the General Counsel of the Fiduciary Corporation, with one or more associates in that office, when available, to serve as assistant corporate secretary.

(3) Subordinate officers elected by delegated authority pursuant to Section 5.03 shall be governed as to their duties and term of service by the terms and conditions of their election.

**Section 5.03. Officers, Committees and Agents.** The Board of Trustees may from time to time elect such officers and appoint such committees, employees or other agents as the business of the Fiduciary Corporation may require, including one or more assistant secretaries, and one or more assistant treasurers, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these

bylaws, or as the Board of Trustees may from time to time determine. The Board of Trustees may delegate to any officer or committee of the Fiduciary Corporation the power to elect subordinate or other officers and to retain or appoint employees or other agents, or committees thereof, and to prescribe the authority and duties of such subordinate or other officers, committees, employees or other agents.

**Section 5.04. Resignations.** Any officer or agent may resign at any time by giving written notice to the Board of Trustees, or to the president or the secretary of the Fiduciary Corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 5.05. Removal.** Any elected or appointed officer, committee member, employee or other agent of the Fiduciary Corporation may be removed, either for or without cause, by the Board of Trustees or other authority which elected or appointed such officer, committee, employee or other agent whenever in the judgment of such authority the best interests of the Fiduciary Corporation will be served thereby, but such removal shall be without prejudice to the contract rights of any person so removed.

**Section 5.06. Vacancies.** A vacancy in any elective or appointive office because of death, resignation, removal, disqualification, or any other cause, shall be filled by the Board of Trustees (in the case of the president, subject to confirmation by the General Assembly) or by the authority to which the power to fill such office has been delegated pursuant to Section 5.03 of this Article, as the case may be, and if the office is one for which a term is prescribed by or pursuant to these bylaws, shall be filled for the unexpired portion of the term. The refusal of the General Assembly to confirm the election of a president shall result in the creation of a vacancy in that office.

**Section 5.07. General Powers.** All officers of the Fiduciary Corporation, as between themselves and the Fiduciary Corporation, shall respectively have such authority and perform such duties in the management of the property and affairs of the Fiduciary Corporation as may be determined by resolutions or orders of the Board of Trustees, or, in the absence of controlling provisions in resolutions or orders of the Board of Trustees, as may be provided in these bylaws.

**Section 5.08. The Chair and Vice Chair of the Board.** The chair of the Board, or in his or her absence, the vice chair of the Board, shall preside at all meetings of the members of the Board of Trustees, and shall perform such other duties as may from time to time be requested of such officers by the Board of Trustees or the Executive Committee.

**Section 5.09. The President.** The president shall be elected by the Board of Trustees and subject to confirmation by the General Assembly. The president-elect may assume the position of president with full authority of that office upon election by the Board of Trustees and before the next General Assembly at which confirmation shall be sought. The president shall be the chief executive officer of the Fiduciary Corporation and shall have general supervision over the activities and operations of the Fiduciary Corporation, subject, however, to the control of the Board of Trustees. The president shall sign, execute and acknowledge, in the name of the Fiduciary Corporation, deeds, mortgages, bonds, contracts or other instruments, authorized by the Board of Trustees, except expressly delegated by the Board of Trustees, or by these bylaws, to some other officer or agent of the Fiduciary Corporation; and, in general, shall perform all duties incident to the office of president, and such other duties as from time to time may be assigned to the president by the Board of Trustees or the Executive Committee.

**Section 5.10. The Vice Presidents Chief Operating Officer.** The ~~vice presidents~~ chief operating officer shall perform the duties of the president in the absence of the president and such other duties as may from time to time be assigned to ~~them~~ him/her by the Board of Trustees, the Executive Committee, or the president.

**Section 5.11. The Secretary.** The recording secretary, or assistant recording secretary, shall attend all meetings of the Board of Trustees and shall record all the votes of the Trustees and the minutes of the meetings of the Board of Trustees in a book or books to be kept for that purpose. The corporate secretary, or an assistant corporate secretary, shall see that notices are given and records and reports are filed and shall be the custodian of the seal of the Fiduciary Corporation and see that it is affixed to all documents to be executed on behalf of the Fiduciary Corporation under its seal; and, in general, shall perform all duties incident to the office of corporate secretary, and such other duties relating thereto as may from time to time be assigned to the corporate secretary by the Board of Trustees, the Executive Committee, or the president.

**Section 5.12. The Treasurer.** The treasurer or an assistant treasurer shall have or provide for the custody of the funds or other property of the Fiduciary Corporation and shall keep a separate book of account of the same to his or her credit as treasurer; shall collect and receive or provide for the collection and receipt of moneys earned by or in any manner due to or received by the Fiduciary Corporation; shall deposit all funds in his or her custody as treasurer in such banks or other places of deposit (including the Central Treasury Corporation) as the Board of Trustees may from time to time designate; shall, whenever so required by the Board of Trustees, render an account showing his or her transactions as treasurer, and the financial condition of the Fiduciary Corporation; and, in general, shall discharge such other duties as may from time to time be assigned to the treasurer by the Board of Trustees, the Executive Committee, or the president.

**Section 5.13. Officers' Bonds.** Any officer shall give a bond for the faithful discharge of the duties of the office held by such officer in such sum, if any, and with such surety or sureties as the Board of Trustees shall require.

**Section 5.14. Salaries.** The salaries of the staff officers elected by the Board of Trustees shall be ~~fixed~~ determined from time to time or as may be designated by resolution of the Board. The salaries or other compensation of any other staff officers, employees and other agents shall be ~~fixed~~ determined from time to time by the authority to which the power to elect such staff officers or to retain or appoint such employees or other agents has been delegated pursuant to Section 5.03 of this Article. ~~All salaries shall be consistent with any general salary structure established by the General Assembly Council.~~ No full-time staff officer shall be prevented from receiving such salary or other compensation by reason of the fact that he or she is also a Trustee of the Fiduciary Corporation. See also Section 3.09 of these bylaws.

## **ARTICLE VI**

### **Indemnification of Trustees, Officers, Etc.**

#### **Section 6.01. Scope of Indemnification.**

(a) The Fiduciary Corporation shall indemnify an indemnified representative against any liability incurred in connection with any proceeding in which the indemnified representative may be involved as a

party or otherwise, by reason of the fact that such person is or was serving in an indemnified capacity, including without limitation any liability resulting from any actual or alleged breach or neglect of duty, error, misstatement or misleading statement, negligence, gross negligence or act giving rise to strict or products liability, except:

- (1) where such indemnification is expressly prohibited by applicable law;
- (2) where the conduct of the indemnified representative has been finally determined pursuant to Section 6.06(d) or otherwise to constitute willful misconduct or recklessness within the meaning of 42 Pa.C.S. Section 8365(b) or any superseding provision of law sufficient in the circumstances to bar indemnification against liabilities arising from the conduct;
- (3) to the extent the liability is finally determined pursuant to Section 6.06(d) or otherwise to be based upon or attributable to the indemnified representative gaining any personal pecuniary profit to which such indemnified representative was not legally entitled; or
- (4) to the extent such indemnification has been finally determined in a final adjudication pursuant to Section 6.06(d) to be otherwise unlawful.

(b) If an indemnified representative is entitled to indemnification in respect of a portion, but not all, of any liabilities to which such person may be subject, the Fiduciary Corporation shall indemnify such indemnified representative to the maximum extent for such portion of the liabilities.

(c) The termination of a proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the indemnified representative is not entitled to indemnification.

(d) For purposes of this Article:

(1) "indemnified capacity" means any and all past, present and future service by an indemnified representative in one or more capacities as a Trustee, officer, employee or agent of the Fiduciary Corporation or a Foundation Constituent Corporation, or, at the request of the Fiduciary Corporation, as a director, officer, employee, agent, fiduciary or trustee of another fiduciary corporation, partnership, joint venture, trust, employee benefit plan or other entity or enterprise;

(2) "indemnified representative" means any and all Trustees, officers and employees of the Fiduciary Corporation, and any other person designated as an indemnified representative by the Board of Trustees of the Fiduciary Corporation (which may, but need not, include any person serving, at the request of the Fiduciary Corporation, as a director, officer, employee, agent, fiduciary or trustee of another corporation, partnership, joint venture, trust, employee benefit plan or other entity or enterprise);

(3) "liability" means any damage, judgment, amount paid in settlement, fine, penalty, punitive damages, excise tax assessed with respect to an employee benefit plan, or cost or expense of any nature (including, without limitation, attorneys' fees and disbursements); and

(4) "proceeding" means any threatened, pending or completed action, suit, appeal or other proceeding of any nature, whether civil, criminal, administrative or investigative, whether formal or informal, and whether brought by or in the right of the Fiduciary Corporation, a class of its security holders, if any, or otherwise.

**Section 6.02. Proceedings Initiated by Indemnified Representative.** Notwithstanding any other provision of this Article, the Fiduciary Corporation shall not indemnify under this Article an indemnified representative for any liability incurred in a proceeding initiated (which shall not be deemed to include counter-claims or affirmative defenses) or participated in as an intervenor or amicus curiae by the person seeking indemnification unless such initiation of or participation in the proceeding is authorized, either before or after its commencement, by the affirmative vote of a majority of a quorum of the Trustees of the Fiduciary Corporation. This Section does not apply to reimbursement of expenses incurred in successfully prosecuting or defending an arbitration under Section 6.06(d) or otherwise successfully prosecuting or defending the rights of an indemnified representative granted by or pursuant to this Article.

**Section 6.03. Advancing Expenses.** The Fiduciary Corporation shall pay the expenses (including attorneys' fees and disbursements) incurred in good faith by a Trustee or officer and may, by act of the Board of Trustees (including the votes or consents of interested Trustees), pay the expenses (including attorneys' fees and disbursements) incurred in good faith by any other indemnified representative in advance of the final disposition of a proceeding described in Section 6.01 upon receipt of an undertaking by or on behalf of the indemnified representative to repay such amount if it shall ultimately be determined pursuant to Section 6.06(d) or otherwise that such person is not entitled to be indemnified by the Fiduciary Corporation pursuant to this Article. The financial ability of an indemnified representative to repay an advance shall not be a prerequisite to the making of such advance.

**Section 6.04. Securing of Indemnification Obligations.** To further effect, satisfy or secure the indemnification obligations provided herein or otherwise, the Fiduciary Corporation may maintain insurance, obtain a letter of credit, act as self-insurer, create a reserve, trust, escrow, cash collateral or other fund or account, enter into indemnification agreements, pledge or grant a security interest in any assets or properties of the Fiduciary Corporation, or use any other mechanism or arrangement whatsoever in such amounts, at such costs, and upon such other terms and conditions as the Board of Trustees shall deem appropriate. Absent fraud, the determination of the Board of Trustees with respect to such amounts, costs, terms and conditions shall be conclusive against all security holders, if any, officers and Trustees and shall not be subject to voidability.

**Section 6.05. Payment of Indemnification.** An indemnified representative who is entitled to indemnification shall be entitled thereto within 30 days after a written request for such indemnification has been delivered to the secretary of the Fiduciary Corporation.

**Section 6.06. Indemnification Procedure.**

- (a) An indemnified representative shall use such indemnified representative's best efforts to notify promptly the secretary of the Fiduciary Corporation of the commencement of any proceeding or the occurrence of any event which might give rise to a liability under this Article, but the failure so to notify the Fiduciary Corporation shall not relieve the Fiduciary Corporation for any liability which it may have to the indemnified representative under this Article or otherwise.

(b) The Fiduciary Corporation shall be entitled, upon notice to any such indemnified representative, to assume the defense of any proceeding with counsel reasonably satisfactory to the indemnified representative, or a majority of the indemnified representatives involved in such proceeding if there be more than one. If the Fiduciary Corporation notifies the indemnified representative of its election to defend the proceeding, the Fiduciary Corporation shall have no liability for the expenses (including attorneys' fees and disbursements) of the indemnified representative incurred in connection with the defense of such proceeding subsequent to such notice, unless (i) such expenses (including attorneys' fees and disbursements) have been authorized by the Fiduciary Corporation, (ii) the Fiduciary Corporation shall not in fact have employed counsel reasonably satisfactory to such indemnified representative or indemnified representatives to assume the defense of such proceeding, or (iii) it shall have been determined pursuant to Section 6.06(d) that the indemnified representative was entitled to indemnification to the benefits of this Article shall have the burden of proof. The Fiduciary Corporation shall reimburse an indemnified representative for such expenses under this Article or otherwise. Notwithstanding the foregoing, the indemnified representative may elect to retain counsel at the indemnified representative's own cost and expense to participate in the defense of such proceeding.

(c) The Fiduciary Corporation shall not be required to obtain the consent of the indemnified representative to the settlement of any proceeding which the Fiduciary Corporation has undertaken to defend if the Fiduciary Corporation assumes full and sole responsibility for such settlement and the settlement grants the indemnified representative an unqualified release in respect of all liabilities at issue in the proceeding. Whether or not the Fiduciary Corporation has elected to assume the defense of any proceeding, no indemnified representative shall have any right to enter into any full or partial settlement of the proceeding without the prior written consent of the Fiduciary Corporation (which consent shall not be unreasonably withheld), nor shall the Fiduciary Corporation be liable for any amount paid by an indemnified representative pursuant to any settlement to which the Fiduciary Corporation has not so consented.

(d) Any dispute related to the right to indemnification as provided under this Article shall be decided only by arbitration in the metropolitan area in which the principal executive offices of the Fiduciary Corporation are located at the time, in accordance with the commercial arbitration rules then in effect of the American Arbitration Association, before a panel of three arbitrators, one of whom shall be selected by the Fiduciary Corporation, the second of whom shall be selected by the indemnified representative and the third of whom shall be selected by the other two arbitrators. In the absence of the American Arbitration Association, or if for any reason arbitration under the arbitration rules of the American Arbitration Association cannot be initiated, and if one of the parties fails or refuses to select an arbitrator, or the arbitrators selected by the Fiduciary Corporation and the indemnified representative cannot agree on the selection of the third arbitrator within 30 days after such time as the Fiduciary Corporation and the indemnified representative have each been notified of the selection of the other's arbitrator, the necessary arbitrator or arbitrators shall be selected by the presiding judge of the court of general jurisdiction in such metropolitan area. Each arbitrator selected as provided in this subsection is required to be or have been a director or executive officer of a corporation whose shares of common stock were listed during at least one year of such service on the New York Stock Exchange or the American Stock Exchange or quoted on the National Association of Securities Dealers Automated Quotations System. The party or parties challenging the right of an indemnified representative to the benefits of this Article shall have the burden of proof. The Fiduciary Corporation shall reimburse an indemnified representative for the expenses (including attorneys' fees and disbursements) incurred in successfully prosecuting or defending such arbitration. Any award entered by the arbitrators shall be final, binding and nonappealable and judgment may be entered thereon by any party in accordance with applicable law in any court of competent jurisdiction, except that the Fiduciary



Corporation shall be entitled to interpose as a defense in any such judicial enforcement proceeding any prior final judicial determination adverse to the indemnified representative under Section 6.01(a)(2) or (3) in a proceeding not directly involving indemnification under this Article. This arbitration provision shall be specifically enforceable.

(e) Upon a payment to any indemnified representative under this Article, the Fiduciary Corporation shall be subrogated to the extent of such payment to all of the rights of the indemnified representative to recover against any person for such liability, and the indemnified representative shall execute all documents and instruments required and shall take such other action as may be necessary to secure such rights, including the execution of such documents as may be necessary for the Fiduciary Corporation to bring suit to enforce such rights.

**Section 6.07. Discharge of Duty.** An indemnified representative shall be deemed to have discharged such person's duty to the Fiduciary Corporation if he or she has relied in good faith on information, advice or an opinion, report or statement prepared by:

- (1) one or more officers or employees of the Fiduciary Corporation whom such indemnified representative reasonably believes to be reliable and competent with respect to the matter presented;
- (2) legal counsel, public accountants or other persons as to matters that the indemnified representative reasonably believes are within the persons' professional or expert competence; or
- (3) a committee of the Board of Trustees on which he or she does not serve as to matters within its area of designated authority, which committee he or she reasonably believes to merit confidence.

**Section 6.08. Contract Rights; Amendment or Repeal.** All rights to indemnification under this Article shall be deemed a contract between the Fiduciary Corporation and the indemnified representatives pursuant to which the Fiduciary Corporation and each indemnified representative intend to be legally bound. A ny repeal, amendment or modification hereof shall be prospective only and shall not affect any rights or obligations then existing.

**Section 6.09. Scope of Article.** The indemnification of indemnified representatives, as authorized by this Article, shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any statute, agreement, vote of the General Assembly or disinterested Trustees or otherwise, both as to action in an official capacity and as to action in any other capacity. The indemnification provided by or granted pursuant to this Article shall continue as to a person who has ceased to be an indemnified representative in respect of matters arising prior to such time, and shall inure to the benefit of the heirs, executors, administrators and personal representatives of such a person.

**Section 6.10. Reliance on Provisions.** Each person who shall act as an indemnified representative of the Fiduciary Corporation shall be deemed to be doing so in reliance upon the rights of indemnification provided by this Article.

**Section 6.11 Interpretation.** The provisions of this Article have been approved and ratified by the General Assembly Mission Council and are intended to constitute Bylaws authorized by Section 5746 of the Pennsylvania Nonprofit Corporation Law of 1988 and 42 Pa.C.S. Section 8365.

## ARTICLE VII

### Investments

**Section 7.01. Administration.** Unless otherwise specifically directed in the instrument by which any property, real or personal, is given, granted, conveyed, transferred, bequeathed, devised, assigned to or otherwise vested in the Fiduciary Corporation, including but not limited to its capacity as fiduciary or otherwise, and subject to the general investment policies, adopted from time to time by the General Assembly so far as consistent with the fiduciary responsibilities of the Board of Trustees, the appropriate committee of the Board of Trustees is authorized to invest and reinvest the property thus received or the proceeds of any property thus received and to retain property thus received and investments heretofore or hereafter made if done in accordance with the Pennsylvania Prudent Investor statute, 20 Pa.C.S. Section 7201 et. seq. The appropriate committee of the Board of Trustees may employ such investment advisors and consultants as it desires to assist it in making investments, reinvestments and retention of investments.

**Section 7.02. Certain Unrestricted Funds.** With respect to investment of property and funds free of any standard of investment or over which the General Assembly has power of appropriation, the appropriate committee of the Board of Trustees may invest and reinvest such property and funds in such manner as the General Assembly or any body formed by the General Assembly thereto authorized may suggest or require, without reference to the standard provided by Section 7.01 of this Article.

**Section 7.03. Restricted Funds.** Where the terms of the gift or the instrument by which property or funds are received by the Fiduciary Corporation specify or limit the type of investments to be made with such property or funds, the investment or reinvestment of such property or funds shall be made in the discretion of the appropriate committee of the Board of Trustees in accordance with the terms provided or limited in the instrument by which such property or funds are received. In every case where a donor has specified that the principal of the gift be invested and that only the income be expended, the Fiduciary Corporation shall refrain from making any expenditure of principal, and in every case where a donor has specified the purposes for which principal or income may be expended, the Fiduciary Corporation shall refrain from making any expenditure inconsistent with the terms of the gift.

**Section 7.04. Custodians and Nominee Registration.** All investments and securities owned by the Fiduciary Corporation shall be held in the custody of a bank, or a trust company or other depositories as the Board of Trustees, the Executive Committee or another appropriate committee of the Board of Trustees may approve or designate. Investments and securities owned by the Fiduciary Corporation may be held in the name of a nominee which may be the nominee of a bank, or a trust company or other depository, provided the bank or trust company or other depository in the name of whose nominee investments and securities of the Fiduciary Corporation are held first gives a bond or letter to the Fiduciary Corporation where by it assumes full responsibility for the safe custody of the investments and securities and agrees to indemnify the Fiduciary Corporation and its Trustees and officers and employees against any loss or claims by reason of such nominee registration or default or infidelity of such nominee, and that all such investments and securities shall be so designated upon the records of the bank, or trust company or other custodian so that the ownership of the same in the Fiduciary Corporation shall clearly appear at all times.

## ARTICLE VIII

### Miscellaneous

**Section 8.01. Corporate Seal.** The Fiduciary Corporation shall have a corporate seal in the form of a design adopted by the 197th General Assembly (1985) of the Presbyterian Church (U.S.A.), together with the words: " PRESBYTERIAN CHURCH (U.S.A.) FOUNDATION -- INCORPORATED 1799 PENNSYLVANIA". The Foundation Constituent Corporations shall each have a corporate seal in the form of a circle containing the words "CORPORATE SEAL".

**Section 8.02. Checks.** All checks, notes, bills of exchange or other orders in writing shall be signed by such person or persons as the Board of Trustees may from time to time designate.

**Section 8.03. Contracts.** Except as otherwise provided in these bylaws, the Board of Trustees may authorize any officer or officers, agent or agents, to enter into any contract or to execute or deliver any instrument on behalf of the Fiduciary Corporation, and such authority may be general or confined to specific instances.

**Section 8.04. Deposits and Disbursements.** All funds of the Fiduciary Corporation shall be deposited from time to time to the credit of the Fiduciary Corporation in such banks, trust companies, or other depositories as the Board of Trustees may approve or designate, and all such funds shall be withdrawn only upon checks signed by, or bearing the authorized facsimile signature of such one or more officers, employees or agents as the Board of Trustees shall from time to time determine. The name or accounts to which such deposits are made, and the name of the Fiduciary Corporation on checks drawn against such accounts may be "Presbyterian Church (U.S.A.)", and may include such other words including the name of the Fiduciary Corporation and an appropriate designation to identify by purpose or otherwise. The Fiduciary Corporation shall designate the Central Treasury Corporation as attorney-in-fact of the Fiduciary Corporation and of each of the Foundation Constituent Corporations for the purpose of disbursing unrestricted income or unrestricted principal of invested funds (and restricted income or restricted principal to the extent specifically authorized by the Board of Trustees) pursuant to appropriations made by the General Assembly or any officer or agency thereof thereunto duly authorized. In the case of disbursements of unrestricted income or unrestricted principal, the personnel of the Central Treasury Corporation, and not the Board of Trustees of the Fiduciary Corporation and the Foundation Constituent Corporations, shall be accountable and responsible for such disbursements.

**Section 8.05. Annual Report of Trustees; ~~Accounting System~~.** The Board of Trustees shall direct the president and treasurer to present at a regular meeting of the Board in every year a report, verified by such officers, showing in appropriate detail the following:

- (1) The assets, liabilities and fund balances, including the trust funds, of the Fiduciary Corporation as of the end of the fiscal year immediately preceding the date of the report.
- (2) The principal changes in assets, liabilities and fund balances, including trust funds, during the year immediately preceding the date of the report.
- (3) The revenue or receipts of the Fiduciary Corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate date with respect to each trust fund held by or for the Fiduciary Corporation.

- (4) The expenses or disbursements of the Fiduciary Corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate date with respect to each trust fund held by or for the Fiduciary Corporation.
- (5) The number of members of the Fiduciary Corporation as of the date of the report and a statement of the place where the name and address of the current member of the Fiduciary Corporation may be found.

~~The Central Treasury Corporation and the Fiduciary Corporation shall be subject to a single coordinated accounting system, the elements of which shall be compatible. Financial statements reported on by independent certified public accountants may be statements which have been combined with those of the Central Treasury Corporation.~~

The annual report shall be filed with the minutes of the meeting of the Board and copies shall be transmitted to the Central Treasury Corporation, the General Assembly Mission Council and the General Assembly.

**Section 8.06. Amendment of Bylaws.** These bylaws may be amended or repealed, or new bylaws may be adopted either: (1) by the action of a majority of Trustees present and voting at any regular or special meeting of the Board of Trustees at which a quorum is present, if ten days' written notice of such proposed amendment, repeal or new bylaws is given to each Trustee, or (2) by the action at any regular meeting of the Board of Trustees of a majority of all of the Trustees in office, where no notice of such proposed amendment, repeal or new bylaws has been given.

Any such amendment, repeal or new bylaws shall be consistent with the Form of Government of the Presbyterian Church (U.S.A.) and with the directions from time to time of the General Assembly. The substance of any proposed amendment, repeal or new bylaws shall first be approved by the General Assembly Mission Council.

**ANNEX A**  
(As Amended January 1, 2007)

**Foundation Constituent Corporations  
of the  
Presbyterian Church (U.S.A.) Foundation**

<u>Name</u>	<u>State of Incorporation</u>
The Presbyterian Foundation, Inc. (U.S.)	North Carolina
Board of Christian Education of the Presbyterian Church (U.S.A.)	Pennsylvania
The Board of Christian Education of the Presbyterian Church (U.S.A.)	New York
Board of Home Missions of the Presbyterian Church (U.S.A.)	New York
Board of National Missions of the Presbyterian Church (U.S.A.)	New York
The Presbyterian Board of Home Mission	New York
Woman's Board of Home Missions of the Presbyterian Church (U.S.A.)	New York

**ACTION ITEM**

For GAMC Executive Director's Office Use Only					
	A. Evangelism		D. Vocation		G. PC(USA), A Corporation
	B. Justice		E. Stewardship	<b>X</b>	H. Executive Committee
	C. Discipleship		F. Audit		• Personnel Committee
	P. Plenary				

**Subject: Report of the Procedures Subcommittee**

**I. FOR ACTION:**

- 1) **Recommendation:** That the GAMC Executive Committee forward the proposed changes to the *GAMC Manual of Operations* to the General Assembly Mission Council with a recommendation for approval.

**Summary of Changes to the GAMC Manual of Operations**

<b>Recommended Change</b>	<b>Rationale</b>
<p><b>1. Appendix 1, Section VII:</b> “General Assembly Advisory and Advocacy Committees” (current pages 19 &amp; 20). <b>Attachment 1.</b></p> <ul style="list-style-type: none"> <li>• Approve amendments that reflect the relocation of ACSWP from the Executive Administrator’s Office to Compassion, Peace and Justice.</li> </ul>	<p>The move of ACSWP from the Executive Administrator’s Office to Compassion, Peace and Justice was a result of the organizational restructure approved by the GAMC at its May 2010 meeting.</p>
<p><b>2. Appendix 1, Section III:</b> “Officers of the Council” (current page 6). <b>Attachment 2.</b></p> <ul style="list-style-type: none"> <li>• Add appointments by the GAMC Chair to the Restricted Funds Oversight Committee, GAMC Nominating Committee, and the Jinishian Memorial Program Governance Commission.</li> </ul>	<p>Including appointment to these committees by the chair will be in keeping with the current duties of the chair.</p>
<p><b>3. Appendix 1, Section IX:</b> “Other General Assembly Mission Council Related Committees” (current page 26). <b>Attachment 3.</b></p> <ul style="list-style-type: none"> <li>• Add description for the Jinishian Memorial Governance Commission.</li> </ul>	<p>As a GAMC related committee, description of The Jinishian Memorial Governance Commission should be included in this section of the Manual of Operations.</p>
<p><b>4. Appendix 2:</b> “General Assembly Mission Council Staff Organization” (current pages 29,</p>	<p>These changes will be in keeping with the organizational restructure approved at the March</p>

<p>30 &amp; 31). <b>Attachment 4.</b></p> <ul style="list-style-type: none"> <li>• Approve changes to reflect the relocation of ACSWP, Cultural Proficiency Office, Research Services, and Human Resources as shown in attachment.</li> </ul>	<p>2010 GAMC meeting.</p>
<p><b>5. Appendix 8:</b> “Comprehensive Performance Review Processes for the Executive Director of the General Assembly Mission Council” (current pages 51-53). <b>Attachment 5.</b></p> <ul style="list-style-type: none"> <li>• Delete current version and replace it with the attached revision.</li> </ul>	<p>The 2009-2010 GAMCX Procedures Subcommittee suggested that the current review process for the GAMC Executive Director be revised since it was cumbersome and consumed far too much time during the previous term.</p> <p>The proposed revision streamlines the review process into a single pattern for first and third year reviews, and another pattern for second and fourth year reviews.</p>
<p><b>6. Appendix 1, Section IX:</b> “Other General Assembly Mission Council Related Committees” (current page 26). <b>Attachment 6.</b></p> <ul style="list-style-type: none"> <li>• Amend section by adding a new paragraph prior to the list of related committees: (Text to be inserted is underlined.)</li> </ul> <p><b>IX. Other General Assembly Mission Council Related Committees</b></p> <p><u>“The following committees have reporting relationships established by the General Assembly or the General Assembly Mission Council. If the chairperson of one of these committees wishes to address a GAMC Mission Committee, he or she may request time from the chair of the mission committee prior to the meeting. Such requests will be considered, subject to available time on the docket, and the relevance of the request.”</u></p> <p><i>A. Mission Responsibility Through Investment Committee (MRTI)</i>      The Committee on Mission Responsibility Through Investment (MRTI) is responsible for implementing General Assembly policy related to mission responsibility through investment. MRTI assists the church at all levels to utilize its investments as key instruments to promote its mission goals</p>	<p>Current GAMC procedures maintain liaison relationships with these committees, but not an explicit method for the chairperson of one of the related committees to address the mission committees. On occasions when it is important to the related committee that their chair speak directly with a mission committee, this measure provides access, without either increasing the number of corresponding members, or committing to cover the expense of such a visit.</p>

in society. MRTI provides leadership for effective engagement of the private sector in partnership with ecumenical colleagues in the United States, and in collaboration with indigenous churches, ecumenical bodies and local groups in other nations. Nominated by the General Assembly Nominating Committee and elected by the General Assembly, this committee reports to the General Assembly Mission Council's Justice Mission Committee.

*B. Mission Development Resources Committee (MDRC)*

The Mission Development Resources Committee makes decisions on Church Loans, Walton Awards for New Church Development and Mission Program Grants (New Church Development, Congregational Transformation and Specialized Ministries). Nominated by the General Assembly Nominating Committee and elected by the General Assembly, this committee reports to the General Assembly Mission Council's Evangelism Mission Committee.

*C. Presbyterian Disaster Assistance Advisory Committee (PDA)*

The purpose of the Presbyterian Disaster Assistance Advisory Committee is to give policy advice, review the work, assist in setting strategic program direction and planning, and recommend an annual budget. This "is a ministry of relief and response to national and international disasters, aid to refugees and displaced persons, refugee resettlement and efforts toward development." This ministry is "carried out through ecumenical partnerships, related church agencies, middle governing bodies, and congregations." Nominated by the General Assembly



Nominating Committee and elected by the General Assembly, this committee reports to the General Assembly Mission Council's Justice Mission Committee.

*D. Presbyterian Hunger Program Advisory Committee (PHP)*

The purpose of the Presbyterian Hunger Program Advisory Committee is to guide the church's response to hunger and its underlying causes. The committee carries out the following tasks: 1)

recommending Presbyterian Hunger Program operating guidelines, 2) making and reporting funding (grant) decisions within the approved guidelines; and 3) suggesting the development of programs and strategies for implementing the "Common Affirmation on Global Hunger," and other General Assembly policies related to hunger and poverty.

Nominated by the General Assembly Nominating Committee and elected by the General Assembly, this committee reports to the General Assembly Mission Council's Justice Mission Committee.

*E. Presbyterian Committee on the Self-Development of People (SDOP)*

The National Presbyterian Committee on the Self-Development of People provides the opportunity for the members of the Presbyterian Church (U.S.A.) and non-members to help establish partnerships with economically poor, oppressed, and disadvantaged people in the United States and around the world, which helps them to develop toward their own potential, self-determination, and human dignity. (People who are not Presbyterian may be nominated, elected, and serve).

The National Committee shares this ministry with middle governing body committees, as the focal point of the Church's efforts to promote the self-

development concept and cause.

*F. Jinishian Memorial Program Governance Commission*

The Jinishian Memorial Program (JMP) is an endowed ecumenical ministry of the General Assembly Mission Council, and part of the World Mission ministry area, that supports ongoing programs benefitting Armenians in need in Armenia, Lebanon, Syria, Turkey, and Jerusalem. JMP has a U.S. Advisory Committee (USAC) composed of three individuals of Armenian descent, and two who are members of the GAMC staff. The Jinishian Memorial Program Governance Commission (JMPGC) acts on behalf of the GAMC in all matters that authorize and facilitate the implementation of JMP. The JMPGC is composed of the five voting members of the USAC, plus two current or previous GAMC elected members. The two elected GAMC members also serve as liaisons with the USAC with voice, but not vote.

<p><b>7. Appendix 2, Section II, A. 4:</b> “General Assembly Ministries” (current page 30). <b>Attachment 7.</b></p> <ul style="list-style-type: none"> <li>To reinsert the sentence describing the Faith and Order ecumenical work of Theology, Worship, and Education in the Manual of Operations.</li> </ul>	<p>Theology, Worship, and Education (TWE) has assigned responsibility for ecumenical work on behalf of the GAMC. Faith and Order ecumenical work, which is an important aspect of TWE’s work, was inadvertently omitted from the 2008 and 2010 editions of the Manual of Operations and should be reinserted.</p>
<p><b>8. Appendix 2, Section VI. D:</b> “General Assembly Mission Council Members by Election or Appointment” (current pages 17 &amp; 18.)</p> <ul style="list-style-type: none"> <li><b>D.2:</b> Replace [See Section IV. A.3, b. (2)] with [See Section IV. A.2.b. (2)].</li> <li><b>D.3:</b> Replace [See Section IV. A.3, b. (3)] with [See Section IV. A.2.b. (3)].</li> <li><b>D. 4:</b> Replace [See Section V. A.3,b.(4), (5)] with [See Section IV. A.2.b.(4), (5)].</li> </ul>	<p>Changes will have References correspond with Sections mentioned as they currently appear in the Manual of Operations.</p>

2) **Recommendation:** That the GAMC Executive Committee forward the proposed changes to the *Organization for Mission of the Presbyterian Church (U.S.A.)* to the General Assembly Mission Council with a recommendation for approval.

1. Change references to the GAMC website from [www.pcusa.org/gamc](http://www.pcusa.org/gamc) to <http://gamc.pcusa.org> in the following sections of the Organization for Mission:

- Page 19. Section V. G.2. “The General Assembly Mission Council.”
- Page 20. Section VII. paragraph 1. “Presbyterian Church (U.S.A.) A Corporation”
- Page 20. Section VIII. A. paragraph 2. “Other General Assembly Related Corporations”
- Page 21. Section VIII. B. paragraph 2. “Other General Assembly Related Corporations”

**Rationale:**

The GAMC website was given a new address with the launch of the new site in July 2010. Links to the GAMC website in the referenced sections need to be updated with the new address.

2. Replace “Appendix 10” with “Appendix 8” in Section V. D. 4. Page 17. “The General Assembly Mission Council.”

**Rationale:**

The review process for the GAMC Executive Director is outlined in Appendix 8 (not Appendix 10) of the Manual of Operations.

## **II. FOR INFORMATION:**

The Procedures Subcommittee reviewed the Minutes of the Advocacy Committee for Racial Ethnic Concerns and the Advocacy Committee for Women's Concerns for the year 2009.

### **Advocacy Committee for Racial Ethnic Concerns:**

- March 16-18, 2009
- July 23-25, 2009
- October 22-24, 2009

### **Advocacy Committee for Women's Concerns:**

- March 12-16, 2009
- July 16-18, 2009
- October 28-31, 2009

**The Procedures Subcommittee agreed that the minutes reviewed were, for the most part, in compliance with the established guidelines and offered the following suggestions for future minutes:**

#### **ACREC Minutes:**

1. Identify the chair and vice-chair on page one of future minutes under "ACREC Members Present."

#### **ACWC Minutes:**

1. Identify the three co-chairs on page one of future minutes under list "ACWC Members Present.
2. Spell out acronyms when they are listed the first time in the minutes.

**Adopted: 3/30/11**

**CHARTER FOR THE  
INDEPENDENT ABUSE REVIEW PANEL  
TRANSITION TEAM**

**I. BACKGROUND**

In September of 2002, the Independent Committee of Inquiry (ICI) of the Presbyterian Church (U.S.A.) issued its Final Report. This report concerned the sexual and physical abuse of children in the Presbyterian Congo mission field. As a result of this report, the General Assembly Council Executive Committee now known as the General Assembly Mission Council Executive Committee (GAMC Executive Committee) created the Independent Abuse Review Panel (IARP). Because the IARP was not able to finish all its work prior to the end of its term, the GAMC Executive Committee approved the creation of a transition team (Transition Team) to receive and complete the unfinished work of the IARP.

For purposes of this charter, the term World Mission Ministry Area (WM) includes the present body and the predecessor Presbyterian Church world mission bodies.

**II. SCOPE**

The Transition Team will review reports of physical or sexual abuse received by the IARP during its term, the investigation of which was not completed. The Transition Team will only receive new reports:

- (1) against those accused for whom the IARP received a report during its term; or
- (2) from mission fields that were under review by the IARP during its term (specifically Cameroon, Congo, Egypt, Ethiopia, India, Kenya, Mexico, Pakistan, Thailand, and Zambia) where a new investigation would be unnecessarily duplicative of the IARP's or Transition Team's efforts.

New reports falling outside the above described categories should be submitted to the Sexual Misconduct Ombudsperson through the hotline or in writing.

The Transition Team will review pending reports where either:

1. the accused individual was formerly under appointment by WM and is not currently under appointment; or
2. the abused individual (adult or child) was formerly in the mission field because of a WM appointment and the abuse is alleged to have occurred during this time.

Due to the limited term of the Transition Team and limited resources:

1. the Transition Team will not accept new reports except as set forth above; and
2. will complete reviews of reports in the following order:
  - (a) reports where the accused individual was under appointment by WM at the time of the abuse;
  - (b) reports by children of PCUSA WM mission personnel against others when the abuse occurred during the period the children were in the mission field with their parents who were serving under PCUSA WM appointment; and
  - (c) reports by former PCUSA WM mission personnel against an accused individual who was on the mission field by appointment of another denomination or mission sending agency.

In relation to the above, the Transition Team will also address the actions and inactions of WM and its staff members, as well as recommendations for improvement to WM processes. The Transition Team will not inquire into reports where both the alleged perpetrator and the alleged victim are deceased.

The Transition Team will not review reports beyond the scope provided in this Section II. Reports beyond this scope are handled via the Mission Personnel Handbook or submitted to the Sexual Misconduct Ombudsperson through the hotline or in writing.

In addition, the Transition Team will complete unfinished administrative work of the IARP, for example, organization and shipment of files to the Presbyterian Historical Society and the preparation of referrals.

From time to time, the GAMC undergoes structural changes. Whenever WM or WM Director is referred to it is understood the successor body or position will operate.

### **III. NATURE**

The nature and work of the IARP included the following and continues as that of the Transition Team:

1. The Transition Team is established to pursue the truth, encourage healing, and promote justice on behalf of those making reports and those accused. To achieve these ends, the means by which the Transition Team accomplishes its work shall be non-disciplinary and objective.
2. The Transition Team will work to further the integrity of the mission and witness of the Presbyterian Church (U.S.A.) on behalf of the General Assembly Mission Council (GAMC), the GAMC Executive Committee and WM.
3. The Transition Team will be consultative and advisory to the GAMC Executive Committee and the WM Director.
4. The Transition Team does not have disciplinary authority under or perform its work pursuant to the *Rules of Discipline* of the *Presbyterian Church (U.S.A.) Constitution*. It is neither a judicial commission nor a governing body. It will not evaluate or reach conclusions about civil legal liability. It is neither adjudicative nor adversarial. The Transition Team does not have supervisory or employer authority in regards to WM and GAMC staff. Where the Transition Team's work includes conclusions about the actions or inactions of current WM or GAMC staff (see Scope), those conclusions will serve as recommendations to the GAMC Executive Committee, its Executive Director and the WM Director or other GAMC supervisor.
5. Where the Transition Team receives a report that falls within a mandatory reporting statute within the United States, the Transition Team (or designee) shall make the mandated report to the appropriate civil authority. The Transition Team (or designee) may consult with the GAMC's Legal/Risk Management Services Office for assistance with this duty.

#### **IV. MEMBERSHIP**

The Transition Team will be comprised of four members. A majority shall be members of the Presbyterian Church (U.S.A.) When available, a majority shall be individuals who are neither elected to nor employed by any General Assembly-level entity.

The members of the Transition Team will, among them, reflect knowledge of or experience in: Presbyterian Church polity, church processes, investigations of sexual abuse, the effect of sexual abuse on survivors, and the overseas mission field.

Where special expertise is needed for a short period, it may be appropriate to secure an expert consultant (See Staff and Budget). Where special expertise is needed for a long period, it may be appropriate to appoint that person as a Transition Team member.

The Transition Team includes two paid post-IARP members and two members who are volunteers or GAMC staff members. The members will be reimbursed for travel and meeting

expenses. The GAMC Executive Director's Office will enter into an appropriate Agreement of Service with each non-employee member. The GAMC Executive Director's Office is authorized to make changes in the Agreement of Service.

## **V. CONFIDENTIALITY**

The Transition Team will conduct its work and meetings in strict confidence and seal the contents of all files it creates as part of the IARP sealed files. After the Transition Team's work is concluded and it is dismissed, the Transition Team's files will become the property of the GAMC Executive Committee with decisions regarding retention and access to be made by its Executive Director. All of the sealed files will be deposited with the Presbyterian Historical Society. The October 2010 document titled "Guidelines for the GAMC Executive Committee to Use in Considering Future Extraordinary Requests for Access to the IARP's Sealed Files" will apply to the retention of and access to the Transition Team files. The Transition Team will have access to the IARP sealed files as its successor and will hold all such accessed information in strict confidence, maintaining the accessed files in the same condition and order they were in when accessed.

Where the Transition Team reaches a determination that abuse has occurred and reports that determination to a religious governing body with jurisdiction (see Process below), the Transition Team will fully cooperate with that governing body. As noted below, that cooperation includes but is not limited to providing any and all pertinent evidence to the governing body. In such instances, this Confidentiality provision shall be read so as to allow all pertinent evidence to be provided to the governing body.

## **VI. INDEPENDENCE**

The Transition Team will function independently of the GAMC, WM, and those who have brought reports. It will report to the GAMC Executive Committee. The GAMC and WM will provide historical information, records, and staff support to the Transition Team. The GAMC will also provide appropriate communication with the denomination, the mission community, and other interested parties. The Transition Team will also communicate with the mission community and others where necessary to accomplish its work.

## **VII. STAFF and BUDGET**

All GAMC and WM staff shall cooperate with the Transition Team in the performance of its work. The Transition Team will be assisted by a GAMC/WM staff member. Among other things, this staff member will assist with meeting planning, research, communications, and the like. As circumstances require and finances allow, the Transition Team may request its own



staff outside of the GAMC/WM. This request may arise because of the magnitude of the work involved, or the like. The Transition Team will make any such request to the GAMC Executive Director's Office. The Transition Team may also request the assistance of an expert consultant where it finds such expertise necessary to complete its work. See the discussion of special expertise set out in Membership.

The GAMC Executive Director's Office will establish an annual budget for the work of the Transition Team. The GAMC/WM staff member assigned to the Transition Team will monitor this budget. Where the Transition Team believes a budget increase is necessary due to the magnitude of the work involved, the need for special services, or the like, it will make its request to the GAMC Executive Director's Office.

## **VIII. PERIODIC REPORT**

The Transition Team will make periodic reports to the GAMC Executive Committee. These periodic reports will discuss generally the work of the Transition Team, the number of reports it has reviewed, how it has processed those reports, recommended changes in the Transition Team charter (e.g., extended terms), recommended changes in the Transition Team budget, and the like.

## **IX. DURATION**

Established in January of 2011, the Transition Team will exist until December 31, 2011. It is anticipated all reports transitioned from the IARP to the Transition Team and within the scope of the Transition Team will have been reviewed and determined within this twelve-month period. If the Transition Team concludes its work prior to December 31, 2011, it will provide that information in a report to the next GAMC Executive Committee meeting for appropriate action.

## **X. PROCESS**

Where the Transition Team has reviewed a report within its scope, the Transition Team shall consider the report and serve as a fact-finding body. In its fact-finding role, the Transition Team will hear, review, and request testimony, files, reports, and affidavits from all appropriate sources. It will have access to all WM files not restricted by law and to the IARP sealed files as discussed above. It will conduct interviews and other appropriate activities. It will issue a final report to the GAMC Executive Committee. This final report will be available to the public.

The final report will include:

1. Any necessary background information about mission life.
2. A thorough report of the Transition Team's findings, specifically including whether or not there was sufficient evidence to reach a determination that the alleged abuse occurred.
3. The names of those who are found to have committed abuse when deemed necessary by the Transition Team to promote healing. As it deems fit, the Transition Team also has discretion to publish a Need-to-Know Report(s) to a more limited group of individuals. Where the report of abuse is not sustained, the Transition Team should use its careful discretion in determining whether or not to name those individuals. For example, it may be appropriate to make no statement (including the accused's name) where the report is found to be entirely groundless.
4. Findings about the actions and inactions of WM and its staff members.
5. Recommendations for improvements to the processes of WM.

If the Transition Team reaches a determination that abuse has occurred and the abuser is under the jurisdiction of any religious governing body (Presbyterian or other faith), the Transition Team will inform that religious governing body in writing so that body can pursue any disciplinary or other options it deems appropriate. As noted in this charter, the Transition Team does not have disciplinary authority.

When the Transition Team so informs a religious governing body that it has reached the determination abuse has occurred, the Transition Team will fully cooperate with that governing body in any disciplinary or other options the governing body decides to pursue. This cooperation by the Transition Team will include but is not limited to providing any and all pertinent evidence to the governing body.

If the Transition Team reaches a determination that abuse has occurred, the Transition Team may inform other organizations. The Transition Team will use its careful discretion in making these determinations.

## **X. FORMS**

The Transition Team will use witness forms and other related documents as prepared by the GAMC's Legal/Risk Management Services Office.

## **XI. COUNSELING**

Any counseling fees or related services to survivors will be provided at the sole discretion of the GAMC Executive Director or designee. The Transition Team may make recommendations in regards to this matter.