



**BYLAWS**

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**Table of Contents**

	<b>Page</b>
<b>Article I</b>	<b>Statement of Mission</b>
	<b>2</b>
<b>Article II</b>	<b>General</b>
	<b>2</b>
<b>Article III</b>	<b>Constitution and Bylaws</b>
	<b>2</b>
<b>Article IV</b>	<b>Synod Assembly</b>
	<b>2</b>
<b>Article V</b>	<b>Synod Mission and Operational Committees</b>
	<b>5</b>
<b>Article VI</b>	<b>Trustees &amp; Corporation</b>
	<b>5</b>
<b>Article VII</b>	<b>Permanent Judicial Commission</b>
	<b>7</b>
<b>Article VIII</b>	<b>Cabinet on Ethnic Church Affairs</b>
	<b>7</b>
<b>Article IX</b>	<b>Self-Development of People</b>
	<b>7</b>
<b>Article X</b>	<b>Committee on Representation and Inclusiveness</b>
	<b>7</b>
<b>Article XI</b>	<b>Other Provisions</b>
	<b>8</b>
<b>Article XII</b>	<b>Teleconference Meetings</b>
	<b>8</b>
<b>Article XIII</b>	<b>Synod Staff</b>
	<b>8</b>
<b>Article XIV</b>	<b>Indemnification &amp; Insurance</b>
	<b>8</b>
<b>Article XV</b>	<b>Amendment of Bylaws</b>
	<b>11</b>

**ARTICLE I**

**STATEMENT OF MISSION**

We, the Synod of the Covenant,  
in partnership with  
our presbyteries, congregations, the General Assembly  
and other faith communions,  
are called and sent by God  
to be a living, active and inclusive witness  
to the love of Christ.

**ARTICLE II  
GENERAL**

The Synod of the Covenant adopts these bylaws to establish a structure that facilitates its mission and ministry. It is an intermediate council whose responsibilities are found in the *Book of Order* (G-3.0401).

This synod is the unit of the church's life and mission whose boundaries are determined by the boundaries of its 11 presbyteries: Cincinnati, Detroit, Eastminster, Lake Huron, Lake Michigan, Mackinac, Maumee Valley, Miami Valley, Muskingum Valley, Scioto Valley and the Western Reserve.

The priorities of the synod include multicultural, racial ethnic and justice ministries, new church development and church transformation, mission and ministries in higher education.

**ARTICLE III  
CONSTITUTION AND BYLAWS**

The Synod of the Covenant shall be governed by the *Constitution of the PC(USA)*, the Bylaws of the Synod, the most recent edition of *The Constitution of the PC(USA)*, and *Robert's Rules of Order* and any special rules of order or standing rules that may be adopted by the synod.

**ARTICLE IV  
SYNOD ASSEMBLY**

A. Purpose

The assembly shall hold three stated meetings annually for worship, study, celebration, building relationships among people from all presbyteries within the synod and conducting the business of the synod. This time together is to be an opportunity for discussing and discerning directions for new and ongoing missions and ministries.

B. Members

1. Commissioners

Two commissioners from each of the 11 presbyteries with equal numbers of ruling elders, and ministers of the Word and Sacrament; altogether, the elected commissioners shall represent a diversity of gender, racial ethnicity, age, disability and experience.

- Voice and vote
- Elected by presbyteries
- Three-year terms in three classes
- May serve for a maximum of six consecutive years

2. Moderator and Vice-Moderator

- Voice and vote
- Each serves a one-year term

3. Stated Clerk, Treasurer and Synod Executive

- Voice and vote

4. Officers of Designated Synod Organizations

- a) The moderator or their designee of the following organizations
  - Presbyterian Women
  - Synod Asian Caucus
  - Synod Black Caucus
  - Synod Hispanic/Latino Caucus
  - Synod Middle Eastern Caucus

Synod Native American Consulting Committee

- b) Terms of participation
  - Voice and vote
  - Three-year terms
  - May serve for a maximum of six consecutive years
- C. Non-members
  - All members of congregations and presbyteries within the bounds of the synod are encouraged to attend assemblies. Once registered, they may have voice, but not vote.
  - Presbyters in good standing in other councils of this church or in any other Christian church, who are present at any meeting of the Synod Assembly, may be invited to sit as corresponding members, with voice but without vote.
- D. Meetings
  1. The Synod Assembly shall hold three stated meetings annually; the last meeting of the year shall be the annual meeting.
  2. The Synod Assembly may schedule an adjourned meeting under the provisions of the most recent edition of "Robert's Rules of Order".
  3. Special meetings may be called under the provisions of the Form of Government G-3.0405. The moderator shall call a special meeting at the request of or with the concurrence of three Ministers of Word and Sacrament and three ruling elders, representing at least three presbyteries, all of whom must have been commissioners to the last preceding meeting of the Synod Assembly. Should the moderator be unable to act, then the stated clerk shall, under the same conditions, issue the call. If both the moderator and the stated clerk are unable to act, the most recent moderators shall, under the same conditions, issue the call. Commissioners to the special meeting shall be the commissioners elected to the last preceding meeting of the Synod Assembly. A presbytery may, however, elect a commissioner to replace one who has died or changed presbytery membership. Notice of a special meeting shall be sent out not less than fifteen days in advance to each commissioner elected to the last preceding stated meeting of the synod and to each presbytery stated clerk. The notice shall set out the purpose of the meeting and no other business that is not listed in the notice shall be transacted.
  4. Expenses

Travel, lodging and meal expenses incurred by Commissioners, Officers of Designated Synod Organizations (or their designees) and Youth Advisory Delegates shall be paid by the synod. The amount to be paid will be determined by the Synod Assembly upon recommendation of the Budget & Finance Committee
  5. Quorum

A quorum for a Synod Assembly shall consist of 10 commissioners, made up of five ruling elders and five ministers of Word and Sacrament. These commissioners shall represent a minimum of four presbyteries.
- E. Officers
  1. Moderator
    - a) Advance of Vice-Moderator and Installation as Moderator

At the conclusion of the annual meeting, the elected vice-moderator becomes moderator and shall be installed.
    - b) The term of office is one year.
    - c) Responsibilities

The moderator shall fulfill the responsibilities of moderator listed in the Form of Government G.3.0104, and such other duties as are specified in a position description prepared by Personnel Services Committee and approved by the Synod Assembly.
  2. Vice Moderator
    - a) Election

The Committee on Representation and Inclusiveness will take suggestions from all 11 Presbyteries and others within the bounds of the Synod of the Covenant for vice-moderator. If

not already a member of the Synod Assembly, the vice-moderator will become a member of the Synod Assembly upon election.

b) Term of Office

At the conclusion of the annual meeting at which elected, the vice-moderator shall be installed in that office for a one-year term.

c) Responsibilities

- Moderate meetings of the Synod Assembly when the moderator is unable to moderate or when requested by the moderator.
- Fulfill other responsibilities of the moderator when the moderator is unable to act.
- Fulfill such other duties as are specified in a position description prepared by the Personnel Services Committee and approved by the Synod Assembly.

3. When the Moderator Is Unable to Serve

- a) In the event a moderator is unable to fulfill his or her term, the vice-moderator shall become the moderator and be installed at the next stated meeting; this person shall complete the unexpired term and an additional one-year term.
- b) If a vice-moderator is unable to fulfill his or her term, whether the cause is to fill the unexpired term of the moderator or a personal reason, the Committee on Representation and Inclusiveness shall nominate a person from among the assembly's commissioners whom the Synod Assembly shall then elect to fulfill the unexpired term of vice-moderator.
- c) If neither the moderator nor the vice-moderator is able to preside at meetings of the Synod Assembly, the assembly shall elect a moderator *pro tem*.

4. Stated Clerk

a) Election

The Synod Assembly shall elect a stated clerk for a term of three years upon nomination by the Committee on Representation and Inclusiveness. The person elected shall be enrolled as a member of the Synod Assembly with voice and vote.

b) Term

The term of office is three years, and it shall begin at the adjournment of the meeting at which a clerk is elected. A clerk may be re-elected, but serve no more than nine-consecutive years.

c) Review

At least six months prior to the end of the term for an incumbent stated clerk, the Synod Assembly's Personnel Services Committee shall conduct a performance review and report the results of such review to the Committee on Representation and Inclusiveness.

d) Stated Clerk's Responsibilities

The stated clerk shall fulfill the responsibilities defined in the Form of Government G-3.0104 and such additional duties as specified in a position description prepared by the Personnel Services Committee and approved by the Synod Assembly. The stated clerk may appoint a recording clerk for meetings of the Synod Assembly, and such other temporary clerks as may be required.

5. Treasurer

a) Election

The Synod Assembly shall elect a treasurer upon nomination by the Committee on Representation and Inclusiveness; the person elected shall be enrolled as a member of the Synod Assembly with voice and vote.

b) Term

The term of office is three years, and it shall begin at the adjournment of the meeting at which a treasurer is elected. A treasurer may be re-elected, but serve no more than nine consecutive years.

c) Review

At least six months prior to the end of the term for an incumbent treasurer, the Synod Assembly's Personnel Service Committee shall conduct a performance review and report the results of such review to the Committee on Representation and Inclusiveness.

d) Treasurer's Responsibilities

The treasurer shall fulfill such duties as specified in a position description prepared by the Personnel Services Committee and approved by the Synod Assembly, and such additional duties as assigned by the Synod Assembly.

**ARTICLE V**

**SYNOD MISSION COMMITTEES AND SYNOD OPERATIONAL COMMITTEES**

The Synod Mission Committees and Synod Operational Committees of the Synod of the Covenant with their membership, term, areas of ministry and responsibilities are listed in the Manual of Operations

**ARTICLE VI**

**TRUSTEE & INCORPORATION**

The Synod shall cause a corporation to be formed and maintained under the laws of the state of Ohio. (G-8.0202)

A. Corporation

1. Membership

- The members of the corporation shall be those persons elected to the Synod Assembly as commissioners and the officers of designated organizations (see Article IV.B.3)
- The president, vice-president and secretary of the Trustees shall serve as the president, vice-president and secretary of the corporation. The treasurer of the Synod shall serve as the treasurer of the corporation

2. Meetings

- a. May be called by either the Synod Assembly or the Board of Trustees
- b. Notice of a meeting shall be mailed to all members of the Corporation at least two weeks prior to the date of the meeting
- c. A quorum shall be five teaching elders and five ruling elders, provided that at least four of the synod's presbyteries are represented
- d. Because the membership of the Synod Assembly and the Synod Corporation are not the same the two bodies cannot hold joint meetings
- e. Although the corporation may meet at any time during the year, the corporation shall always meet on the same day the Synod Assembly holds its annual meeting. This meeting of the corporation shall be the annual meeting of the corporation. Except for the filling of vacancies, which can occur at any meeting, nomination and election of Trustees and a Trustee president shall take place at the annual corporation meeting.

B. Synod Trustees

1. Membership

- a. There shall be six members of the Synod Board of Trustees, serving in three classes of two members each. Trustees shall be either ministers of Word and Sacrament or ruling elders (G-4.0102)
- b. The members of the Board of Trustees shall be elected in a meeting of the Synod Corporation, upon nomination by the members of the Committee on Representation and Inclusiveness who shall serve as the Synod Corporation Nominating Committee
- c. The Trustees of the corporation shall be of legal age in the state of Ohio, whether or not they are residents of the state of Ohio
- d. Total membership in include
  - At least three commissioners
  - One financial professional
  - At least one racial ethnic person
- e. The Synod Treasurer shall be an ex officio member of the Board of Trustees

2. Term

- a. Three year terms in three classes
- b. May serve a total of six consecutive years

3. Officers
    - a. The Synod Corporation shall elect annually a Trustee to serve as president of the Trustees upon nomination by the members of the Committee on Representation and Inclusiveness. The president shall be elected for a one year term but there is no limit to the number of terms
    - b. The trustees shall elect a vice-president and secretary from among the members of the Trustees. The vice-president and the secretary will each be elected for a one year term but there is no limit to number of terms
  4. Meetings
    - a. May be called by the chair of the Trustees or when directed by the Synod Assembly
    - b. The quorum is a majority of the members
- C. Responsibilities of the Trustees
1. As officers of the Synod Corporation, the Trustees shall have the power to receive, hold, encumber, manage, and transfer property, real and personal, for the Synod; to accept and execute deeds of title to such property; to hold and defend title to such property; provided that in buying, selling and mortgaging real property, the Trustees shall act only after the approval of the Synod Corporation granted in a duly constituted meeting
  2. The Trustees shall be responsible for overseeing and maintaining the lease agreements that exist between the synod and the owner of the Synod's leased office facilities, and between the Synod and the owner of any other property or equipment leased by the Synod. The Trustees shall be responsible for maintenance and replacement of all equipment in the Synod office, and all other equipment owned or leased by the Synod
  3. The Trustees shall hold, reinvest, and keep invested funds belonging to the Synod, including funds held in trust
  4. The Trustees shall have the power to execute contracts in the states within the bounds of the Synod
  5. The Trustees of the Synod shall submit financial statements and records for the previous year to certified auditors of their choice for a financial review, and the results shall be reported to the Synod Assembly. At least one member of the Trustees shall meet with the auditors to receive their report
  6. The Trustees shall review the insurance coverage/policies of the Synod at least annually and report annually to the Synod Assembly the state of the Synod's insurance coverage
  7. The Trustees shall review the Policies of the Board of Trustee regularly and make recommendations to the Synod Assembly for changes
  8. The members of the Board of Trustees shall serve as the Budget and Finance Committee

## **ARTICLE VII**

### **PERMANENT JUDICIAL COMMISSION**

The Synod shall elect a Permanent Judicial Commission consisting of 11 members, one from each of the synod's 11 presbyteries. The commission shall elect its own officers, Moderator and Clerk (and Vice-Moderator and Vice-Clerk, if it chooses) to serve a term determined by the commission. No one shall serve as a member of the Synod Permanent Judicial Commission who is am member of a Presbytery Permanent Judicial Commission or the General Assembly Permanent Judicial Commission. All other guidelines and responsibilities are according to the *Book of Order*, D-5.000

## **ARTICLE VIII**

### **CABINET ON ETHNIC CHURCH AFFAIRS**

The Cabinet on Ethnic Church Affairs of the Synod of the Covenant with their membership, terms, Moderator and Vice-Moderator of CECA and responsibilities is listed in the Manual of Operations

## **ARTICLE IX**

### **SELF-DEVELOPMENT OF PEOPLE**

The Self Development of People (SDOP) Committee of the Synod of the Covenant with their membership and responsibilities is listed in the Manual of Operations

**ARTICLE X**  
**COMMITTEE ON REPRESENTATION AND INCLUSIVENESS**

- A. Membership
  - 1. The Committee on Representation and Inclusiveness shall consist of nine members, with the nominees for membership being nominated by the Moderator's Committee in consultation with the various constituencies, for election by the Synod Assembly in three classes for three-year terms. No member may serve for more than six consecutive years
  - 2. Membership shall be three members from Presbyteries with a Michigan Presbytery Office or a Michigan state residency; three members from Presbyteries with an Ohio Presbytery Office or an Ohio state residency; and three members from CECA with at least one member being from Ohio and one from Michigan. Unity in Diversity (F-1.0403) shall be a goal in the membership of the Committee on Representation and Inclusiveness. Synod commissioners are eligible to serve on the Committee on Representation and Inclusiveness.
  - 3. The Moderator of the Committee on Representation and Inclusiveness shall be nominated by the Moderator's Committee and elected by the Synod Assembly for a term of one year renewable.
- B. Responsibilities
  - 1. Fulfill the Book of Order requirements of inclusiveness and representation (G-3.0103).
  - 2. Provide needed nominations for the Synod, the General Assembly and Related Agencies and Institutions.
    - a. For Synod: Vice-Moderator, Stated Clerk, Treasurer, Permanent Judicial Commission, Cabinet on Ethnic Church Affairs, Self-Development of People and any other vacancies needing nominations from the Synod Assembly
    - b. Nominate to the Synod Assembly Chairs and members for the Committees, Synod Board of Trustees, and the President of the Board of Trustees
    - c. For General Assembly: National Council of Presbyterian Men, recommend to the General Assembly Nominating or other General Assembly entities persons to be elected by the General Assembly to serve on the General Assembly units or General Assembly related agencies.
    - d. Related Agencies and Institutions: Nominated to the Synod Assembly for election or for nomination to the appropriate body, persons to be representative to ecumenical boards, commissions, committees and boards of institutions. No person shall serve as synod representative to any such particular body for more than six consecutive years.

**ARTICLE XI**  
**OTHER PROVISIONS**

- A. Except for the filling of vacancies, nominations and elections for the Synod Assembly and the Synod Corporation shall take place at the annual meeting
- B. The terms of all persons elected by the Synod Assembly shall begin at the close of the meeting at which elected, unless otherwise noted in these bylaws.
- C. The terms of all persons elected by the Synod Assembly shall end at the close of the annual Synod Assembly meeting in the year of the class to which the person has been elected
- D. In these bylaws a unit is defined as any synod organization, such as trustees, cabinet, commission, committee, task force or other similar organization.
- E. No synod or presbytery staff person shall be eligible to serve as a synod officer or chair of a committee. An exception may be made for presbytery staff within the synod to serve on a Synod Administrative Review or a Synod Administrative Commission

- F. The term of office for synod representatives serving related agencies shall begin on the date designated by the rules of the agency
- G. All persons wishing to resign before their term of service on a synod unit is completed shall send their resignation in writing to the synod stated clerk. The resignation shall be effective upon reception by the stated clerk, and the clerk shall notify the Committee on Representation and Inclusiveness that a vacancy exists
- H. If any member of a synod unit is absent from three consecutive meetings of the unit, the unit may, at its own discretion declare the position occupied by that person vacant, and so inform the person,
- I. Except as provided elsewhere in these Bylaws the quorum for a meeting of any synod unit shall be one-third of its members including the moderator or that person's designee.
- J. Procedure
  - 1. Overtures and policy statements come to the assembly through the Moderator's Committee, with their recommendations to be reported to the assembly.
  - 2. The Synod Assembly shall authorize executive staff positions and instruct the Nominating Committee to nominate persons for election by the assembly to serve on a search committee

**ARTICLE XII  
TELECONFERENCE MEETINGS**

The Synod Assembly, the synod corporation, assembly committees and commissions, synod committees and commissions, synod trustees committees, and synod and trustee task forces may meet by telephone conference call when such meetings are deemed appropriate or necessary. All other requirements for a meeting must be met, including the requirements that all members of the group that is meeting be invited to participate, that all participating be able to hear and speak with each other, that a quorum be present, that the moderator, or that person's designee, presides and that the normal rules of making motions and voting prevail.

**ARTICLE XIII  
SYNOD STAFF**

The Synod shall provide staff to administer, resource, and facilitate the work of the synod and its committees. The Synod shall be guided in its decision by the Form of Government G-30110

**ARTICLE XIV  
IDEMNIFICATION & INSURANCE**

- A. The Synod shall indemnify any officer or trustee of the synod who was or is party to, or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (including, without limitation, any action threatened or instituted by or in the right of the synod), by reason of the fact that said officer or trustee is or was a trustee, officer, employee, agent, or volunteer of the synod, or is or was serving at the request of the synod as a director, trustee, officer, employee, agent, or volunteer of another corporation (domestic or foreign, non-profit or for profit), partnership, joint venture, trust or other enterprise, against expenses (including, without limitation, attorney's fees, filing fees, court reporter's fees, or transcript costs), judgments, fines, and amounts paid in settlement actually and reasonably incurred by said officer or trustee in connection with such action, suit, or proceeding if said officer or trustee acted in good faith and in a manner said officer or trustee reasonably believed to be in or not opposed to the best interests of the synod, and with respect to any criminal action or proceeding, said officer or trustee had no reasonable cause to believe said officer's or trustee's conduct was unlawful. A person claiming indemnification under this ARTICLE XVI.A, shall be presumed, in respect of any act or omission giving rise to such claim for indemnification, to have acted in good faith and in a manner said officer or trustee reasonably believed to be in or not opposed to the best interests of the synod, and with respect to any criminal matter, to have had no reasonable cause to believe said officer's or trustee's conduct was unlawful, and the termination of any action, suit, or proceeding by judgment, order, settlement or conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, rebut such presumption.
- B. Anything contained in the Bylaws or elsewhere to the contrary notwithstanding:

1. The synod shall not indemnify any officer or trustee of the synod who was a party to any complete action or suit instituted by or in the right of the synod to procure a judgment in its favor by reason of the fact that said officer or trustee is or was trustee, officer employee, agent, or volunteer of the synod, or is or was serving at the request of the synod as a director, trustee, officer, employee, agent, or volunteer of another corporation (domestic or foreign, nonprofit or profit), partnership, joint venture, trust or other enterprise, in respect of any claim, issue, or matter asserted in such action or suit as to which said officer or trustee shall have been adjudged to be liable for acting with reckless disregard for the best interests of the synod or misconduct (other than negligence) in the performance of said officer's or trustee's duty to the synod unless and only to the extent that the Court of Common Pleas of Lucas County, Ohio or the court in which such action or suit was brought shall determine upon application that, despite such adjudication of liability, and in view of all circumstances of the case, said officer or trustee is fairly and reasonably entitled to such indemnity as such Court of Common Pleas or such other court shall deem proper;
  2. The synod shall promptly make any such unpaid indemnification as is determined by a Court to be proper as contemplated by this ARTICLE XVI.B.
- C. Anything contained in the Bylaws or elsewhere to the contrary notwithstanding to the extent that an officer or trustee of the synod has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in ARTICLE XVI. A., or in defense of any claim, issue or matter therein, said officer or trustee shall be promptly indemnified by the synod against expenses (including, without limitation, attorneys' fees, filing fees, court reporters' fees, and transcript costs) actually and reasonably incurred by said officer trustee in connection therewith.
- D. Any indemnification required under ARTICLE XVI.A., and not precluded under ARTICLE XVI.B. shall be made by the synod only upon determination that such indemnification of the officer or trustee is proper in the circumstances because said officer or trustee has met the applicable standard of conduct set forth in ARTICLE XVI. A. Such determination may be made only (A) by a majority vote of a quorum consisting of trustees of the synod who were not and are not parties to, or threatened with, any such action, suite or proceeding, or (B) if such a quorum is not obtainable or if a majority of a quorum of disinterested trustee so directs, in a written opinion by independent legal counsel other than an attorney, or a firm having associated with an attorney, who has been retained by or who has performed services for the synod, or any person to be indemnified, within the past five (5) years, or (C) by the members, or (D) by the Court of Common Pleas of Lucas County, Ohio or (if synod is party thereto) the court in which such action, suit or proceeding was brought, if any; any such determination may be made by a court under division (D) of this ARTICLE XVI.D., at any time; and no decision for any reason to make any such determination, and no decision for any reason to deny any such determination, by the disinterested trustees under subdivision (A) or by independent legal counsel under subdivision (B) or by members under subdivision (C) of this ARTICLE XVI.D. shall be evidence in rebuttal of the presumption recited in ARTICLE XVI.A. Any determination made by the disinterested trustees under subdivision (A) or by independent legal counsel under subdivision (B) or by the members under subdivision (C) of this ARTICLE XVI.D., to make indemnification in respect of any claim, issue or matter asserted in an action or suit threatened or brought by or in the right of the synod shall be promptly communicated to the person who threatened or brought such action or suit, and within ten (10) days after receipt of such notification such person shall have the right to petition the Court of Common Pleas of Lucas County, Ohio or the court in which such action or suit was brought, if any, to review the reasonableness of such determination.
- E. Expenses (including, without limitation, attorneys' fees, filing fees, court reporters' fees, and transcript costs) incurred in defending any action, suit or proceeding referred to in ARTICLE XVI.A. shall be paid by the synod in advance of the final disposition of such action, suit, or proceeding to or in behalf of the officer or trustee promptly as such expenses are incurred by said officer or trustee, but only if such officer or trustee shall first agree, in writing, to repay all amounts so paid in respect of any claim, issue, or other matter asserted is such action, suit, or proceeding in defense of which said officer or trustee shall not have been successful on the merits or otherwise:
1. If it shall ultimately be determined as provided in ARTICLE XVI.D. that said officer or trustee is not entitled to be indemnified by the synod as provided under ARTICLE XVI.A.; or

2. If, in respect of any claim, issue, or other matter asserted by or in the right of the synod in such action or suit, said officer or trustee shall have been adjudged to be liable for acting with reckless disregard for the best interests of the synod or misconduct (other than negligence) in the performance of said officer's or trustee's duty to the synod, unless and only to the extent that the Court of Common Pleas of Lucas County, Ohio or the court in which such action or suit was brought shall determine upon application that, despite such adjudication of liability, and in view of all the circumstances, said officer or trustee is fairly and reasonably entitled to all or part of such indemnification.
- F. The indemnification provided by these Bylaws shall not be exclusive of, and shall be in addition to, any other rights to which any person seeking indemnification may be entitled under the Articles of Incorporation of the synod or any agreement vote of members or disinterested trustees, or otherwise, both as to action in said officer's or trustee's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an officer or trustee of the synod and shall inure to the benefit of the heirs, executors, and administrators of such person.
  - G. The synod may purchase and maintain insurance or furnish similar protection, including but not limited to trust funds, letters of credit, or self-insurance, on behalf of any person who is or was a trustee, officer, employee, agent, or volunteer of the synod, or is or was serving at the request of the synod as a director, trustee, officer, employee, agent or volunteer of another corporation (domestic or foreign, nonprofit or for profit), partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the synod would have the obligation or the power to indemnify such person against such liability under the provisions of these Bylaws. Insurance may be purchased from or maintained with a person in which the synod has a financial interest.
  - H. For purposes of these provisions regarding indemnification and insurance, and as examples and not by way of limitation:
    1. A person claiming indemnification under these Bylaws shall be deemed to have been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in ARTICLE XI.A or in defense of any claim, issue, or other matter therein, if such action, suit or proceeding shall be terminated as to such person, with or without prejudice, without the entry of a judgment or order against such person, without a conviction of such person, without the imposition of a fine upon such person and without such person's payment or agreement to pay any amount in settlement thereof (whether or not any such termination is based upon a judicial or other determination of the lack of merit of the claims made against such person or otherwise results in a vindication of such person);
    2. References to an "other enterprise" shall include employee benefit plans; references to a "fine" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of the synod" shall include any service as a trustee, officer, employee, agent, or volunteer of the synod which imposes duties on, or involves services by, such trustee, officer, employee, agent, or good faith and in manner such person reasonably believed to be in the best interests of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the synod" with the meaning of that term as used in these Bylaws.
    3. The term "volunteer" shall mean a trustee, officer, or agent of the synod, or another person associated with the synod, who (i) performs services for or on behalf of, and under the authority or auspices of, the synod, and (ii) does not receive compensation, either directly or indirectly, for performing those services. Compensation does not include (i) actual and necessary expenses that are incurred by the volunteer in connection with services performed for the synod and that are reimbursed to the volunteer or otherwise paid; (ii) insurance premiums paid on behalf of the volunteer and amounts paid, advanced or reimbursed pursuant to these provisions regarding indemnification and insurance, Section 1702.12(E) of the Ohio Revised Code or any indemnification agreement, resolution or similar arrangement or (iii) modest prerequisites.
  - I. Any action, suit or proceeding to determine a claim for indemnification under these Bylaws may be maintained by the person claiming such indemnification, or by the synod, in the Court of Common Pleas

of Lucas County, Ohio. The synod and (by claiming such indemnification) each such person consent to the exercise of jurisdiction over its or his person by Court of Common Pleas in Lucas County, Ohio in any such action, suite or proceeding.

**ARTICLE XV  
AMENDMENT OF BYLAWS**

- A. The Bylaws may be amended at any stated meeting of the Synod Assembly by a two-thirds vote of the members present and vote, provided written notice was mailed to the commissioners at least four weeks prior to the convening of the Synod Assembly. The notice shall include the exact wording of the proposed amendment.
- B. Replacement of these Bylaws shall be considered to be an amendment and shall be treated as an amendment under the provisions of ARTICLE XVII.A.