

Church of the Covenant Manual of Operations

Note: This is a living document and as such will be edited and updated when needed, subject to the approval of the session.

Introduction

The Church of the Covenant is governed by the Presbyterian Church (USA) Constitution, which consists of two parts: the *Book of Confessions* and the *Book of Order*. It is also governed by the church's own governance documents: the ecclesiastical by-laws, the code of civil regulations, and the by-laws of the board of trustees. This manual summarizes the practical applications of these documents for our congregation to provide church leaders and members with clarity and consistency in order that they may serve with faith, confidence, mutual understanding, and trust. All Covenant leaders are expected to be familiar with this document and those in the appendices, especially the vision statement and core values found in the 2012 Self Study, as well as with the mandates regarding congregational governance found in the *Book of Order*. Additional information about the church and its history can be found in *A Church with a Conscience* and *The Covenant Proclaims*, which can be acquired through the church office.

The Presbyterian Church (USA) is organized into councils composed of members (called presbyters) elected by the people. The councils are called the session (the governing body of an individual church), the presbytery (a gathering of at least ten churches within a region), the synod (a gathering of at least three presbyteries within a region), and the General Assembly (the council of the whole denomination and its representative synods, presbyteries, and churches). The General Assembly meets every two years and consists of equal numbers of elders and pastors elected by presbyteries.

Part 1: Organizational Structure

The Session

According to the *Book of Order* (G-3.0201), "The session shall have responsibility for governing the congregation and guiding its witness to the sovereign activity of God in the world, so that the congregation is and becomes a community of faith, hope, love, and witness."

The Church of the Covenant session is constituted per the PC(USA) *Book of Order*:

- The session is responsible for the mission, vision, and governance of the church, including training of all officers.
- The session consists of elders in active service, as well as all installed pastors of the church. The pastor/head of staff shall be the moderator. All members of the session, including pastors, are entitled to vote. Elders are nominated by the Nominating Committee and elected, ordained, and installed by the congregation.
- The session comprises 12-18 active elders, with four to six elders serving a three-year term in one of three classes. Elders may serve two consecutive terms. A clerk of session is elected by session for a two-year term from the ordained elders of the congregation. Session generally meets monthly.

- The session has unique responsibility for approving the annual budget, receiving new members, and calling congregational meetings.
- The session elects commissioners to attend bimonthly meetings of the Presbytery of the Western Reserve.
- Session meetings (as well as meetings of all governing entities except the Personnel Committee) are open to the public and minutes will be made available to the congregation and shared directly with deacons and trustees after they have been approved by the session.
- Task Forces currently reporting directly to session:
 - Self Study Review
 - Long Term Financial Strategy Report Review
 - Choir Review

The session's responsibility for governance at the congregational level is accomplished by working with and through the following organized entities:

Ministries/Committees

Ministries are standing committees of session to which specific tasks are delegated. Ministries meet regularly, at least quarterly, and shall keep records and report back to the session. Each Ministry determines its own size and members, but each shall have a moderator, vice-moderator, and recorder who are active elders. Ministries may establish and support teams and task forces; teams assist with ongoing work of the ministry while task forces take on time-limited, specific projects.

Ministry of Faith Formation (MOFF)

Mission Statement: The Ministry of Faith Formation provides opportunities through worship, education, and music to nourish the spiritual development of God's people engaged with the Covenant community.

Session delegates to this ministry its responsibilities in the Directory for Worship portion of the Book of Order. Specific responsibilities of the MOFF include:

- recommending to session the regular times of worship and all special worship services
- recommending to session annual dates of communion and of ordination and installation of officers
- overseeing and supporting staff in the recruitment and training of worship and education volunteers, including lay worship leaders and Sunday School teachers
- coordinating and supporting all education programs in the church, including Sunday School for children and youth, adult education, youth group meetings, and retreats
- overseeing curriculum, study materials, guest speakers, and materials used in educational programs
- working with the program staff of the church to evaluate the effectiveness of church offerings for the faith formation of the congregation
- reviewing and recommending to the session policies around special worship services such as weddings and funerals

- overseeing and coordinating the work of the music staff, including approving special concerts and guest musicians
- overseeing and supporting the church library
- Teams currently supported by the MOFF:
 - Youth Sunday Preparation
 - Black History Month

Ministry of Finance (MOF)

Mission Statement: The Ministry of Finance supports the church by managing operational resources.

Specific responsibilities of the MOF include:

- Preparing the annual budget, including soliciting from boards, ministries, and the Personnel Committee requests for desired changes, and presenting the budget to session for review and approval.
- Overseeing an annual stewardship campaign (this task may be delegated to a Stewardship Team, of which a MOF member should be moderator)
- Authorizing and coordinating timing of all fundraising events, fund solicitations and special campaigns, and presenting these to session and trustees for review and approval
- Monitoring the budget and communicating pertinent information to staff and volunteers
- Developing financial policies and controls as needed
- Overseeing an annual review of the financial records of the church by a certified public accounting firm
- Adhering to the report of the Task Force on Long Term Financial Strategy
- Maintaining a collaborative relationship with the board of trustees; the treasurer of the board of trustees shall be a member of the MOF
- Teams currently supported by the MOF
 - Stewardship Team
 - Audit Committee (jointly with the board of trustees)

Ministry of Service (MOS)

Mission Statement: The Ministry of Service exists to create connections and cultivate relationships through service to our church, the community, and the wider world.

Specific responsibilities of MOS include:

- Creating, coordinating, and supporting programs to attract and welcome new participants and members into the life of the church
- Creating, coordinating and supporting programs to encourage fellowship among participants and members

- Maintaining a collaborative relationship with the board of deacons and the board of the Covenant University and Community Ministries; representatives of both boards shall be invited to attend all MOS meetings
- Collaborating with the board of deacons to identify mission partner recipients of Giving Tree gifts
- In collaboration with staff, planning and coordinating annual all-church events, e.g., Kick-Off Sunday, Thanksgiving Dinner, Annual Meeting, and Church Picnic
- Supporting Trunk or Treat and Holiday CircleFest
- Reviewing and recommending to the session the allocation of mission funds from the annual budget, including to Presbytery, Synod, and General Assembly
- Determining the allocation of funds from the Women's Association annual budget
- Coordinating partnerships and encouraging Covenant members and participants to volunteer with our mission partners, e.g., Covenant Student Ministries, Saturday Tutoring, Habitat for Humanity, God Before Guns, North Church
- Conducting annual reviews of the effectiveness of our mission partnerships
- Developing new mission partners
- Teams currently supported by the MOS:
 - Covenant Chefs
 - Covenant Eights
 - Hospital Visitation Team
 - Daniel E. Morgan Tutors
 - New Members Care Team

Personnel Committee

Mission: Create an environment that encourages and makes possible the professional and spiritual development of employees; manage policies and practices consistent with professional and spiritual development.

- The Personnel Committee is a committee of the session composed of representatives from the congregation (2), session (3), the board of deacons (1), and the board of trustees (1). Session members serve as moderator and vice-moderator. The committee is staffed by the pastor/head of staff as an ex-officio member. The Personnel Committee maintains confidentiality of sensitive matters relating to individual employees of the church. *[Moved from bullet list below.]*

Specific tasks of the Personnel Committee include:

- Development and annual review of the personnel policies pertaining to (but not limited to): a) job descriptions: new, revised, or reclassified; b) compensation and salary ranges for each job description; c) employee benefits; d) employee performance planning and periodic collaborative assessment; and e) discipline and grievances.
- Development of annual personnel budget.
- Oversight of the recruitment of office and building employees.
- Oversight of the performance planning and periodic collaborative assessment of the

pastor/head of staff.

- Participation in grievance procedures by special appeal, if requested.

Boards

The Church of the Covenant has two boards, a board of deacons and a board of trustees, which, in accordance with the *Book of Order* and the bylaws of the church, are both under the authority of the session. Representatives from each board shall be invited to regular meetings of the session and may offer written or oral report of the work of the boards they represent. Likewise, a representative of the session shall be invited to regular meetings of the deacons and trustees and may offer written or oral reports.

Board of Trustees

The board of trustees consists of six trustees divided into three classes of two individuals serving three-year terms, and three officers (President, Treasurer, and Secretary) serving one-year terms. Trustees may serve two consecutive terms and officers may serve up to six consecutive terms. Trustees are nominated by the Nominating Committee and elected by the congregation.

According to the *Book of Order* (G-4.0101), trustees a) manage and transfer property, real or personal, pending approval of the congregation, b) hold and defend title to such property, and c) manage any permanent special funds. All duties are subject to the authority of session and the Constitution of PCUSA, and may not infringe upon the powers and duties of session and the board of deacons. As stewards of assets of the church trustees seek to use these resources to support the ministry, mission, and vision of the church, as approved by session. The by-laws of the trustees are included at the end of this document. The responsibilities of the Board of trustees include but are not limited to:

- overseeing the investments of the church either directly or through an outside investment firm
- monitoring cash flow at least quarterly to anticipate impact on endowment funds
- recommending to the Ministry of Finance the annual endowment draw to be allocated toward operating or other designated expenses in the budget
- developing and following policies related to endowment gifts and distributions, including the Report of the Task Force on Long Term Financial Strategy
- forecasting and monitoring yearly maintenance and facility needs
- developing a rolling five-year maintenance plan and establishing priorities for resource allocation regarding the care of building and grounds
- reviewing and approving bids for all maintenance needs, special projects, and service agreements
- developing and recommending to session policies for building usage
- sharing minutes with session and deacons after each meeting
- Committees currently reporting to the board of trustees
 - Building and Grounds (including work related to Fine Arts and Memorials)
 - Investment

- Audit (jointly with the Ministry of Finance)
- Task Forces currently supported by the board of trustees:
 - Lower Level
 - Organ (reporting to Building and Grounds)

Board of Deacons

The Church of the Covenant maintains a board of deacons consisting of 18-21 deacons in three classes of six or seven individuals serving three-year terms. The *Book of Order* describes the ministry of deacon as "one of compassion, witness, and service." (G-2.0201) Deacons are nominated by the Nominating Committee and elected, ordained, and installed by the congregation. Deacons are responsible for the caring ministries of the congregation, including but not limited to:

- hosting Sunday receptions after worship and receptions after memorial services
- providing flower arrangements for members of the Covenant community and those in the hospital
- caring for members who cannot regularly attend church by visiting them, giving them holiday gifts, and ensuring they receive communion at least once a year
- sending cards to members for birthdays, bereavements, illnesses and other occasions
- creating final exam "survival kits" for local college students affiliated with Covenant Student Ministries
- organizing and hosting the annual Giving Tree celebration and working in collaboration with the Ministry of Service to identify mission partners to be Giving Tree recipients
- hosting an annual "Covenant Classics" event for the congregation
- sharing minutes with session and trustees after each meeting
- Teams currently supported by the deacons:
 - Covenant Callers
 - Stephen Ministry

Committees of the Congregation

The Nominating Committee

The Nominating Committee is a committee of the congregation convened each year to nominate members of the church to serve as elders, deacons, trustees, officers of the Society, and at-large members of the Nominating Committee. According to the Book of Order, the committee shall be representative of the congregation's membership, and their nominations shall "express the rich diversity of the congregation's membership and guarantee participation and inclusiveness." (G-2.0401) The Nominating Committee consists of two members elected from the session, one of whom shall be named as moderator and the other as vice-moderator-elect; one member elected from the Board of Deacons, one member elected from the Board of Trustees, and five members elected from the congregation at large, none of whom may be in active service on session, deacons, or trustees. Nominating Committee members may serve two consecutive one-year terms, but are then ineligible to serve again until one year has elapsed. The pastor/head of staff serves ex-officio without vote.

Pastor Nominating Committees

The duty of a pastor/associate pastor nominating committee (PNC or APNC) is to nominate a pastor for election by the congregation when a pastoral position is vacated or newly established. Members of the committee are nominated by the Nominating Committee of the congregation and elected by the congregation. The committee receives counsel and support from the Committee on Ministry of the Presbytery of the Western Reserve.

Other Entities

The Cache Resale Shop

The Cache Resale Shop was founded in 1976 at the recommendation of Margaret Bird, the widow of Covenant pastor Philip Smead Bird. The Cache is typically open Tuesdays (for sorting and selling) and Thursdays (for selling only) from 10:00 to 4:00. In addition, the shop is open occasionally on Sunday after worship, including a Christmas Boutique on the Sunday of Holiday CircleFest. Proceeds earned by the Cache are distributed to the operating budget or special projects as determined by Cache volunteers. Cache customers include students, those who live and work in the area, individuals who are homeless, and visitors at the hospitals, among others. Cache volunteers also promote other services and help offered by the church, and refer people to the pastoral or office staff if needed.

Friends of the McGaffin Carillon in University Circle, Inc. (FMC)

FMC is a 501(c)(3) nonprofit incorporated in 2015 whose mission is the complete restoration and expanded programming of the 47-bell carillon in the Alexander McGaffin Tower. In accordance with a memorandum of understanding between FMC and the Church of the Covenant, its board of directors comprises members of the Greater Cleveland community as well as Covenant members.

CUCM

Covenant University and Community Ministries (CUCM) was founded by Covenant staff and members in 2010 as the nonprofit 501(c)(3) home of Covenant Student Ministries and the Saturday Tutoring Program. CUCM is designed to provide an organizational home for programs that extend into the greater community and that may receive funding outside of the church budget; these currently include the Community Meals Program and God Before Guns. Each member program signs a Memorandum of Agreement which that outlines the responsibilities of and relationship between CUCM and the program. The Church of the Covenant, through the session functioning as member representative, is the sole voting member of the Corporation. Additional members may be added as the need is identified. Officers include president (which is the pastor/head of staff), chairperson, and secretary/treasurer. The CUCM Board of Directors strives to have representation from programs under its umbrella. CUCM programs with direct ties to the Church of the Covenant include:

Saturday Tutoring Program

The Saturday Tutoring Program was founded in 1990 as a partnership between the Church of the Covenant and nearby John Hay High School. Since its inception, the program has been under the direction of Linda Wilson, former chair of the English department at John Hay. Over the years, the program has grown dramatically, currently providing free tutoring for more than 200 students in grades 1–12 from any school district in Greater Cleveland. The program offers meaningful, hands-on volunteer opportunities for a diverse group of more than 300 adults, including volunteers from the Church of the Covenant, colleges and high schools, civic organizations, and the community at large.

Covenant Student Ministries

Covenant Student Ministries (CSM) provides local college and graduate students a welcoming place that supports spiritual, emotional, and intellectual growth. Interaction feeds their wellbeing and that of the congregation. Worship, student-specific programs, and the Covenant Student Community Center (in the lower level of the education wing) offer safe and non-judgmental spaces where students can find friends and support, and reflect on and share their experiences, their understanding of God, Jesus, the universe, humanity, Christian tradition, and service. Students connect with each other and Covenant and community members in worship, a weekly snack and fellowship table, weekly dinners, monthly student brunches, volunteering, advocacy for justice and peace, and fun. The Student Community at Covenant is a student organization of Case Western Reserve University that helps CWRU students put their faith into action through various projects in the University Circle neighborhood. A part-time Chaplain for Students/Director of CSM works closely with the Church of the Covenant pastoral staff as well as with the Student Ministries Steering Committee, which hires and evaluates the director.

Part 2: 2017 Officers and Ministry, Committee, Team, and Task Force Members

Class of 2018	Class of 2019	Session Class of 2020 (begins in May 2017)
Barbara Clint	Jennifer Conner	David Finkenthal
Elizabeth Hagen	Virginia Kallay	Denise Horstman
Mike Heines	LaShawna Adams	Catherine Jarjisian
Jim Tomaszewski	Mitchell	Chris Langmack
	James Smekal	Suchi Nelson
	Lou Stark	

Deacons		
Class of 2018	Class of 2019	Class of 2020 (begins in May 2017)
Stephanie Finkenthal	Matthew Garrett	Tom Denbow
Cheryl Keys	Marjorie Heines	Stephanie Johnson
Susan Klein	Elizabeth Holbein	Julie Mailey
Cathy Luck	Pat Owen-Keltner	Lucy Matz
Reaver Nelson	Mildred Russin	Nancy Matz
Norma Shuskey	Elizabeth Shriver	Lynda Starr
	Ann Stark	

Trustees		
Class of 2018	Class of 2019	Class of 2020 (begins in May 2017)
Patty Fowler	Russell Hack	Tom Keys
Ron James	Ann Williams	Harriet Wadsworth
James Mate		

Officers of the Society 2017-2018

President: Martha Goble Secretary: Kathleen Farkas Treasurer: Keith Kallay

Nominating Committee Members (serving a one-year term beginning May 2017):

LaShawna Adams Mitchell, Moderator (session)

Bill Braun

Mary Anne Bromelmeier

Tracy Blake

Stacey Booker

John Marsh

Jim Smekal (session)

Ann Williams (trustees)

Norma Shuskey (deacons)

Ministry Members

Ministry of Finance

David Finkenthal, Moderator
Keith Kallay, Treasurer
Martha Goble
Elizabeth Hagen
Mike Heines
Ron Neill
Suchitra Nelson
Staff: Este Pozza, Amy Starr Redwine

Ministry of Faith Formation

Jenny Conner, Moderator
Denise Horstman, Vice-Moderator
Nancy Acree
Catherine Jarjisian
LaShawna Adams Mitchell
Jim Smekal
Ann Williams
Staff: Melanie Marsh Baum, Kevin Lowry, Jonathan Moyer, Amy Starr Redwine, Mindy Stewart

Ministry of Service

Barb Clint, Moderator
Bob Ault
Karen Ault
Mary Anne Bromelmeier
Chip Bromley
Kathy Farkas
Ginny Kallay
Jim Prince
Jim Tomaszewski
Harriet Wadsworth
Staff: Melanie Marsh Baum

Committee Members

Personnel Committee

Elizabeth Hagen, Moderator (session)
Lou Stark, Vice-Moderator (session)
Patty Fowler (trustees)
Chris Langmack (session)
John Marsh (at-large)
Reaver Nelson (deacons)
Staff: Amy Starr Redwine

Building and Grounds Committee

Keith Kallay, Moderator
Clint Fowler
Martha Goble
Russell Hack
Denise Horstman
Jim Mate
Cathy Miller
Jim Prince
Ann Williams

Investment Committee

Martha Goble
Keith Kallay
Jim Mate
Staff: Amy Starr Redwine

Audit Committee

Keith Kallay, Moderator
Russell Hack
Cheryl Keys
Staff: Este Pozza

Task Force Members

Lower Level

Keith Kallay, Co-Moderator
Chris Langmack, Co-Moderator
Barb Clint
Martha Goble
Mike Heines
Ron James
Al Kuntz
Marilyn Langmack
Staff: Amy Starr Redwine

Long Term Financial Strategy Report Review

Rod Keen, Moderator
Ron Neill, Vice-Moderator
Mike Heines
Harriet Wadsworth
Paul Williams
Staff: Este Pozza, Amy Starr Redwine

2012 Self Study Review

Bill Braun
Virginia Kallay
Reaver Nelson
Carol Roe
Omar Siddiq
Lou Stark
Lyn Cooper Tomaszewski
Jules Tryk
Staff: Amy Starr Redwine,
Melanie Marsh Baum

Choral Review

Mary Anne Bromelmeier
Catherine Jarjisian
Ken Jones
Jessica Lee
Shirley Thompson
Paul Williams
Staff: Jonathan Moyer, Matthew Garrett

Organ

Harriet Wadsworth, Moderator Portia Miles Smith
Deni Horstman Cathy Miller
Kitty Jarjisian Ron Neill
Christ Langmack Paul Williams
Staff: Jonathan Moyer, Amy Starr Redwine

Teams

Black History Month Team

Nancy Acree
Orene Anthony
Renee Boykin
Bill Braun
Hugh Burtner

New Members Care Team

Lucy Matz
Sam Senyo
John and Lynda Starr

Stewardship Team

Mike Heines, Moderator
Martha Goble
Will Klein
Jim Smekal
Staff: Amy Starr Redwine

Youth Sunday Team

Jenny Conner
John Marsh
Jim Tomaszewski
Ann Williams
Staff: Melanie Marsh Baum, Mindy Stewart

Other Contacts

Covenant Cache

Contacts: Marilyn Langmack, Cyndi Kuntz

Covenant Callers

Contact: Melanie Marsh Baum, Associate Pastor

Covenant Chefs:

Contact: Bill Braun, Darrell Baum

Covenant Student Ministries

Contact: Kevin Lowry, Chaplain for Students

Covenant University and Community Ministries

Amy Starr Redwine, President; Chip Bromley, Chair

Daniel E. Morgan Tutors

Contact: Jim Tomaszewski

Friends of the McGaffin Carillon in University Circle

Contact: Denise Horstman, President; George Leggiero, Carillonneur

Habitat for Humanity

Contact: Jim Prince

Hospital Visitation

Contact: Tom Keys

Saturday Tutoring Program

Contact: Linda Wilson, Director

Appendix Sections

Governance

Ecclesiastical By-laws

Code of Civil Regulations

Trustees By-laws

Nominating Committee Manual, including letters to prospective officers (essentially job descriptions of officers)

Treasurer job description

Personnel

Personnel Manual

Policies

Building Use Policy

Child Protection Policy

Policy Statement on Sensitivity and Gender Issues

Self Study

2012 Self Study

Financial

Report on Long Term Financial Strategy

Budget

Calendars

Calendars – including dates of annual meetings and session meetings

Annual Reports

Covenant University and Community Ministries (CUCM)

Articles of Incorporation

By-laws

Memoranda of Understanding with programs

Appendix

Section 1: Governing Documents

Ecclesiastical By-laws

Article I

Name

The name of this church shall be The Church of the Covenant of Cleveland, Ohio, a particular congregation of the Presbytery of the Western Reserve, Synod of the Covenant, Presbyterian Church (U.S.A.).

Article II

Membership and Society

The members of the church and Society shall be members in good standing as defined by the usages and rules of the Presbyterian Church (U.S.A.). All members shall be entitled to vote at congregational meetings, at which they are present.

Article III

Meetings

There shall be an annual meeting of the congregation the first Sunday in May, following public worship, for the transaction of any business properly coming before such a meeting. The date of the annual meeting may be temporarily changed by the Session when necessary, provided that the required public notice is given. Special meetings of the congregation may be called by the Session or a higher governing body of The Presbyterian Church (U.S.A.). The purpose of each special meeting shall be clearly stated in the call, and no other matters save those specified in the call may be considered. Public notice of all meetings, including the annual meeting, shall be announced at a regular service of worship on two successive Sundays. Such notice may also be given in writing and electronically. A quorum for the transaction of business at a meeting of the congregation shall consist of a Moderator, Clerk, and one-tenth of the members in good standing. If any meeting is adjourned to another time and place, no notice as to such adjourned meeting need be given other than by announcement at the meeting at which such adjournment is taken. Meetings shall be conducted in accordance with the most recent edition of Robert's Rules of Order. All questions requiring a vote shall be decided by a majority vote of the qualified voters present, except proposed amendments to these by-laws and motions for reconsideration of issues: these questions require a two-thirds majority vote of those present for approval. No person shall be permitted to vote by proxy.

Article IV

The Session

The Session is the governing body of the church and shall consist of not less than twelve (12) and no more than eighteen (18) Elders divided into three equal classes, one class of who shall be elected each year for a three-year term. No Elder shall serve on the Session for more than six (6) consecutive years, and shall be ineligible to be elected to a new term until one year has elapsed. No person shall be elected to serve on the Session for less than three years, except to fill an unexpired term created by death or resignation. The Pastor, Co-pastors, and Associate Pastors are ex-officio members of the Session with vote. The Clerk of the Session shall be elected by the Session from the ordained Elders of the church for a term of two years. The clerk of the Session may or may not be currently serving on Session and may have been ordained somewhere else. The Pastor shall be Moderator of the Session, except under such circumstances as proved for in the Constitution of The Presbyterian Church (U.S.A.). A quorum for the transaction of business at a meeting of the Session shall consist of the Pastor or other presiding officer and on-third of the Elders, except for the reception and dismissing of members, when the quorum shall be the Moderator and two members of the Session. The Session shall draft, adopt and maintain an operations manual for its own government and that of its committees.

Article V

The Board of Deacons

There shall be a Board of Deacons composed of not less than twelve (12) and no more than twenty-one (21) members divided into three equal classes, one class of whom shall be elected each year for a three year term. No Deacon shall serve on the Board of Deacons for more than six (6) consecutive years, and shall be ineligible to be elected to a new term until one year has elapsed. No person shall be elected to serve on the Diaconate for less than three years, except to fill an unexpired term created by death or resignation. The Board of Deacons shall elect officers from its membership for a term of one (1) year. A quorum for the transaction of business at a meeting of the Board of Deacons shall be the Chairperson or other presiding officer and one-third of the Deacons. The Board of Deacons shall draft, adopt and maintain a plan of operation consistent with the rights, duties and responsibilities provided in the Constitution of The Presbyterian Church (U.S.A.) and those delegated to it by the Session.

Article VI

The Board of Trustees

There shall be a Board of Trustees, under the authority of Session, whose number and duties are described in the Code of Civil Regulations of The Church of the Covenant.

Article VII

Vacancies

Vacancies on the Session or the Board of Deacons shall be filled at a special meeting of the congregation or at the annual meeting, as the Session may determine. Vacancies on the Board of Trustees shall be filled as prescribed by the Code of Civil Regulations of The Church of the Covenant. Nominations shall be made by the Nominating Committee.

Article VIII

Nominating Committee

A. There shall be a representative Nominating Committee appointed and elected annually in the following manner: Two (2) members designated by and from the Session, one of whom shall be named by the Session as Chairperson; one (1) member designated by and from the Board of Deacons; one (1) member designated by and from the Board of Trustees; and five (5) members elected by the congregation at the annual meeting, none of whom may be in active service on the Session or the Board of Deacons or the Board of Trustees. No person shall serve more than two (2) consecutive years and shall be ineligible to serve again until one year has elapsed. The Pastor shall be an ex officio member of this committee, but without vote.

B. It shall be the duty of the committee to receive suggestions as to persons to be nominated for the various offices of the church and the congregational members of the Nominating Committee for the following year, to confer concerning nomination, and to present annually to a meeting of the congregation the names of nominees for the Session, for the Board of Deacons, for officers of the Society and for membership of the Board of Trustees, and for the congregational members of the Nominating Committee for the following year. Nominations may be made from the floor by any communicant member providing consent of the nominee has been obtained.

C. All nominating procedures shall be subject to the principles of participation and representation as stated in the Book of Order.

Article IX

Amendments

These by-laws may be amended, subject to the constitution of The Presbyterian Church (U.S.A.), at any annual meeting or at any special meeting by a two-thirds vote of those

present and eligible to vote, provided the text of the proposed changes has been filed with the Session at least three weeks before the date of the meeting. In addition, the notice of the meeting and the text of the proposed changes shall be brought to the attention of the communicant membership on two successive Sundays and made available electronically.

Article X

Adoption

Upon adoption, these Ecclesiastical By-laws shall supersede all previous Ecclesiastical By-laws of The Church of the Covenant. Hereafter, these By-laws shall govern the congregation of The Church of the Covenant, Presbyterian (U.S.A.).

Endorsed by Session: August 16, 2017

Endorsed by the Board of Trustees: August 15, 2017

Approved by the Congregation: September 24, 2017

Supersedes all previous Ecclesiastical By-laws.

THE CHURCH OF THE COVENANT

Code of Civil Regulations

ARTICLE I—The Society

1. Membership

The members of The Church of the Covenant, an Ohio not-for-profit corporation (historically and herein called “The Church of the Covenant Society” or “the Society”) shall be the active members of The Church of the Covenant, as defined by the Constitution of the Presbyterian Church (U.S.A.).

2. The Church Year

The fiscal church year shall begin January 1 and end December 31.

3. Annual Meeting

There shall be an annual meeting of the Society, called by the Session, the first Sunday in May, following public worship, for the transaction of any business properly coming before such a meeting. The date of the annual meeting may be temporarily changed by the Session when necessary, provided that the required public notice is given.

4. Special Meetings

Special meeting of the Society may be called by the Session or a higher governing body of the Presbyterian Church (U.S.A.) The purpose of each special meeting shall be clearly stated in the call, and no other matters save those specified in the call may be considered.

5. Notice of Meetings

The minimum public notice of a meeting of the Society shall be announced at a regular service of worship on two successive Sundays. The notice shall specify the time, place, and purpose of such meeting. If any meeting is adjourned to another time or place, no notice as to such adjourned meeting need be given other than by announcement at the meeting at which such adjournment is taken.

6. Quorum

A quorum for the transaction of business at a meeting of the Society shall consist of a moderator and clerk of the Session and one-tenth of the active members.

7. Voting

All active members shall be entitled to vote at meetings of the Society in which they are present. No member shall be permitted to vote by proxy.

ARTICLE II—The Officers

1. Officers of the Society and their Qualifications

The officers of the Society shall be a President, a Secretary, a Treasurer, and, if desired, an honorary President, one or more Assistant Secretaries and one or more Assistant Treasurers. All officers shall be active members of The Church of the Covenant and shall have such other qualifications as may from time to time be required by the Constitution of the Presbyterian Church (U.S.A.).

2. Term of Office

The officers of the Society shall be elected annually at a meeting of the Society to serve for up to six consecutive, one-year terms, except in case of resignation, death, or removal.

3. Election Procedure for Officers of the Society

The election of officers of the Society shall be conducted in the same manner as those elected to the ordered ministries of deacon and ruling elder as provided by the Constitution of the Presbyterian Church (U.S.A.).

4. Removal of Officers

The Board of Trustees may remove any officer of the Society for any cause deemed justifiable by a majority vote of the entire board, subject to approval of any removal by the Session. A vacancy in any office, however created, may be filled when the Session directs the Nominating Committee to make nomination for the vacancy. A special meeting of the Society may be called for the purpose of election.

5. Duties of Officers

The duties of the officers of the Society shall be those usually pertaining to such offices in the Presbyterian Church (U.S.A.).

ARTICLE III—The Board of Trustees

1. Duties of Trustees

The corporate powers, property, and affairs of the Society shall be exercised and managed by a Board of Trustees, except that the Officers of the Society shall be elected as provided in Article II hereof.

2. Number, Qualifications, Term of Office, and Quorum of Trustees

The Board of Trustees shall consist of no more than nine (9) members, all of whom shall be active members of The Church of the Covenant and shall have such other qualifications as may from time to time be required by the Constitution of the Presbyterian Church (U.S.A.). The President, the Secretary, and the Treasurer of the Society shall ex officio be members of the Board of Trustees during their incumbency in office, and they shall be counted for quorum purposes and shall have full voting rights of other Trustees. The remaining (non-officer) Trustees shall be elected by the Society. Each of the (non-officer) elected Trustees shall be elected for a term of three (3) years and thereafter shall be eligible for reelection for a second three-year term and thereafter shall not, for one year, be eligible for reelection. Ex officio (officer) Trustees shall be elected and shall serve as set forth in Article II, Sections 2 and 3, of this Code. At each meeting of the Society at which Trustees are to be elected, two Trustees shall be elected to succeed the Trustees whose terms expire at the time of such meeting and in addition Trustees shall be elected to fill the unexpired terms of former Trustees who may have resigned, died, or been removed since the previous meeting of the Society at which Trustees were elected.

A majority of the whole authorized number of Trustees is necessary to constitute a quorum for a meeting of the Trustees. The act of a majority of Trustees present at a meeting at which a quorum is present is the act of the Board.

At least two thirds of the Trustees shall, at the commencement of their term of office, have been ordained as ruling elders of the Presbyterian Church (U.S.A.), provided that failure to meet this requirement shall not render invalid the service or vote of any individual Trustee or invalidate any action of Trustees.

3. Election and Removal of Trustees

The election of Trustees shall be conducted in the same manner as those elected to the ordered ministries of deacon and ruling elder as provided by the Constitution of The Presbyterian Church (U.S.A.).

The Board of Trustees may remove any Trustee for any cause deemed justifiable by the majority of the entire Board, subject to acceptance of the removal by the Session. A vacancy on the Board of Trustees, however created, may be filled when the Session directs the Nominating Committee to make nomination for the vacancy. A special meeting of the Society shall be called for the purpose of election.

4. Officers of the Board of Trustees

The officers of the Board of Trustees shall be the officers of the Society. The President of the Society shall be the Chairperson of Trustees.

5. By-Laws

The Board of Trustees may adopt By-Laws for its own government consistent with the Articles of Incorporation of the church and this Code of Civil Regulations.

6. Investment Committee

The Board of Trustees may create an Investment Committee including not less than two (2) Trustees which shall be charged with the management, custody, control, sale, purchase, exchange, investment, and re-investment of all funds, securities and property of the Society held as endowment, subject to such limitation as may be imposed by the Trustees. The Investment Committee shall have full power and authority to invest or re-invest such funds, securities, and property in such securities, real estate, and other property as may be selected by it as suitable for the purpose, and such power and authority shall be to the full extent authorized by law or custom; provided, however, that such power and authority shall be subject to such restrictions as may have been imposed by the donors of such funds, securities, and property.

Subject to such restrictions as may have been imposed by the donors, the Board of Trustees shall have the power to consolidate the investments of the various funds comprising the endowment capital of the Society into a single operating portfolio, the same to be thereafter managed and controlled as such, and shall determine the capital value of each constituent fund and its proportionate interest therein.

The term "management" as used herein shall include the right to give proxies and to consent to mergers, sales, reorganizations, and all proceedings in connection therewith respecting any securities or property held by the Society or in which it may have any interest.

The Investment Committee shall serve at the pleasure of the Trustees and shall be subject to the control and direction of the Trustees.

Unless otherwise ordered by the Board of Trustees, the Investment Committee may act by a majority of its members at a meeting or by a writing signed by all its members.

7. Building and Grounds Committee

The Board of Trustees may create a Building and Grounds Committee including not less than two (2) Trustees which shall be charged with the management, control, sale, and purchase of all real and personal property (other than property described in Article III, Section 6) owned or held by the Society, subject to such limitation as may be imposed by the Trustees. The Building and Grounds Committee shall serve at the pleasure of the Trustees and shall be subject to the control and direction of the Trustees.

Unless otherwise ordered by the Board of Trustees, the Building and Grounds Committee may act by a majority of its members at a meeting or in a writing signed by all its members.

ARTICLE IV—Indemnification and Insurance

1. The Society shall indemnify to the full extent then permitted by law, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Trustee, officer, employee or agent of the Society, or is or was serving at the request of the Society as a director, trustee, officer, employee, or agent of another corporation, domestic or foreign, non-profit or for profit, partnership, joint venture, trust or other enterprise; provided, however, that the Society shall indemnify any such agent (as opposed to any Trustee, officer, or employee) of this Society to an extent greater than that required by law only if an to the extent that the Trustees may, in their discretion, so determine. The indemnification provided hereby shall not be deemed exclusive of any rights to which those seeking indemnification may be entitled under law, the articles of incorporation or any agreement, vote of Corporate Members or of disinterested Trustees or otherwise, both as to action in official capacities and as to action in another capacity while he or she is a Trustee, officer, employee or agent of the Society, and shall continue as to a person who has ceased to be a Trustee, officer, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

2. The Society may, to the full extent then permitted by law and authorized by the Trustees, purchase and maintain insurance on behalf of any persons described in Section 1 of this Article IV against any liability asserted against and incurred by any such person in any such capacity, or arising out of his status as such, whether or not the Society would have the power to indemnify such person against such liability.

ARTICLE V—Amendment to Regulations

The regulations may be amended at any annual meeting of the Society or special meeting of the Society called for that purpose, by the affirmative vote of two-thirds (2/3) of the members of the Society present.

Endorsed by Session: August 16, 2017

Endorsed by the Board of Trustees: August 15, 2017

Approved by the Congregation: September 24, 2017

Supersedes all previous Codes of Civil Regulations.

By-laws of Board of Trustees of The Church of the Covenant

Article I

Officers

The Officers of the Board of Trustees shall be the officers of the Society. The President of the Society shall be the chairperson of Trustees.

Article II

The Chairperson

The Chairperson shall preside at meetings of the Board and shall appoint the chairs of all standing and special committees unless otherwise ordered and shall be ex-officio a member of all committees- and shall perform such other duties as may be required by these By-laws, by the Society and by the Trustees.

Article III

The Secretary

The Secretary shall keep the minutes of the proceedings of the Board of Trustees and have custody of and preserve such records and papers as do not pertain to the office of Treasurer. She or he shall notify members of all meetings of the Board of Trustees and of their appointment to committees and generally perform such duties as usually pertain to the office.

Article IV

Committees

The Board of Trustees may create such standing and special committees as it may from time to time deem necessary or appropriate. The Chairs of all Committees shall be appointed annually by the Chairperson following the election of officers; the members of the committees shall be selected by the relevant Committee Chair, subject to the approval of the President. The Chairs of all committees shall be Trustees and the majority of the members of each committee shall be Trustees or former Trustees. Committee Chairs and committee members shall serve until their successors have been chosen. Vacancies on committees may be filled by appointment with the approval of the President.

Article V

Investment Committee

An Investment Committee is hereby created as provided in Article III, Section 6, of the Civil Regulations and, in order to manage more efficiently the Endowment Capital of the Church, all present and future investments and securities comprising the various

finds constituting the Endowment Capital, unless restricted by the donor in a manner inconsistent herewith, are hereby consolidated into one operating portfolio to be known as the Consolidated Investment Portfolio of the Endowment Capital of The Church of the Covenant. In order to determine the capital value of each of such funds and its proportionate interest in the Consolidate Investment Portfolio, the investment heretofore held by each of the several funds of the Church shall be appraised and valued by the Investment Committee as of the close of business on April 30, 1940, and such valuation shall represent the participating share that each particular fund shall be entitled to hold in the Consolidated Investment Portfolio as of said date; and as other property is received and other funds are established, unless restricted by the donor in a manner inconsistent herewith, such property and funds shall be valued and managed as an integral part of the Consolidated Investment Portfolio in the manner herein provided. The Investment Committee shall keep minutes of its meetings showing its transactions and proceedings and the disposition and handling of all matters, funds, securities and properties considered and acted upon by it, and shall submit a report of its proceedings to the Board of Trustees at its next regular or special meeting. The Investment Committee shall include as a member the Treasurer of the Society.

Article VI

Building and Grounds Committee

A building and grounds committee is hereby created as provided in Article III, Section 7 of the Code of Civil Regulations, in order to manage more efficiently the real and personal property of the Church. The Building and Grounds committee shall keep minutes of its meetings showing its transactions and proceedings, and shall submit a report of its proceedings to the Board of Trustees at its next regular or special meeting.

Article VII

Meetings of the Board

The Board of Trustees shall hold such regular meetings as it may determine. Special meetings of the Board may be called by the Chairperson or in his or her absence or inability to act; any three Trustees may also, by requisition in writing directed to the Chairperson or Secretary, have a meeting called. Not less than two days' notice shall be given of all special meetings of the Board, unless notice thereof shall have been waived. A majority of the whole authorized number of Trustees is necessary to constitute a quorum for a meeting of the Trustees, except that a majority of the Trustees in office constitutes a quorum for filling a vacancy in the Board. The act of a majority of the Trustees present at a meeting at which a quorum is present is the act of the Board.

Article VII

Amendments

These By-laws may be amended at any meeting of the Trustees by a two-thirds vote of those present, but before any amendment is adopted, a copy shall be sent to each Trustee at least five days before the meeting at which the proposed amendment is to be acted upon.

Endorsed by Session: October 22, 2014

Approved by the Board of Trustees: October 29, 2014

Supersedes all previous By-laws of the Board of Trustee

