

**Amendments to the Bylaws of
Presbyterian Church (U.S.A.), A Corporation
Approved by the 223rd General Assembly (2018)**

EXECUTIVE SUMMARY

The 223rd General Assembly (2018) approved amendments to the bylaws of the Presbyterian Church (U.S.A.), A Corporation and directed the current boards of the Presbyterian Mission Agency and the Presbyterian Church (U.S.A.), A Corporation (“Corporation”) to approve the amendments as well. These amendments are reflected on the attached version, redlined and annotated for your convenience.

All amendments are not discussed in this Executive Summary. The primary revisions are as follows:

1. The board is no longer the board of the Presbyterian Mission Agency and is reduced to eleven (11) members nominated by the General Assembly Nominating Committee (“GANC”) for election by the General Assembly. In consultation with the General Assembly Committee on Representation, each of the following may provide three recommendations to the GANC for nomination:
 - a. Office of the General Assembly;
 - b. Presbyterian Mission Agency;
 - c. Presbyterian Church (U.S.A.) Foundation;
 - d. Presbyterian Church (U.S.A.) Investment and Loan Program, Inc.;
 - e. Presbyterian Publishing Corporation;
 - f. Presbyterian Women in the Presbyterian Church (U.S.A.), Inc.;
 - g. Racial Equity Advocacy Committee; and
 - h. Advocacy Committee for Women’s Concerns.

The nominees may not be employees of any of the above.

The GANC will also nominate three at-large members. At the 223rd General Assembly (2018) one was to come from the Way Forward Commission and one from the All Agency Review Committee. Going forward, at-large nominations will be made by GANC and can come from the floor of the General Assembly.

2. Board members are elected to four-year terms, with the possibility of two terms.
3. The quorum was changed to two-thirds (66%).
4. The Administrative Committees of the Presbyterian Mission Agency Board were eliminated as committees of the Corporation. There is no Executive Committee.
5. The Chair and Vice Chair serve a two-year term, with a limit of six consecutive years.

6. The President/Executive Director of the Presbyterian Mission Agency Board will no longer be the President of the Corporation by virtue of office. Your action to approve the amendments does not remove Diane Moffett as the President of the Corporation, nor does it remove any other officer. When Diane was approved as the President/Executive Director of the Presbyterian Mission Agency, she was separately also elected President of the Corporation. All officers remain in office until a successor is elected, they resign, their employment ends, or death, whichever occurs first.

The Chief Financial Officer (“CFO”) fulfills the duties of the President in the absence of the President, and other officers fulfill the CFO’s duties in the absence of the CFO. All officers, other than the President, report to the CFO.

7. The Indemnification provisions were not modified. If you were eligible for indemnification at the time of any act which becomes the subject of litigation, that should remain unchanged by these amendments or your resignation as a member of the board of the Corporation.
8. A new provision was added to permit delegation of powers to an Other Body (a term defined under Pennsylvania law). For example only, the Board of the Corporation could delegate some power(s) to the PMAB as an Other Body. The delegation would be nonexclusive and revocable, meaning the Board of the Corporation could take the power back. Any other body so authorized would be subject to the bylaws, including fiduciary duties and conflicts of interest, and required to report to the Corporation upon request of the Board.
9. Going forward, bylaw amendments are not effective until approved by the General Assembly.
10. The amendments made clear in two separate spots that the Corporation is subject to the Constitution of the Presbyterian Church (U.S.A.) and the direction of the General Assembly.

The above is a summary only. Refer to the amendments for specific language. As a gentle reminder, this comes to you as a directive from the General Assembly. You are not being asked to do anything other than approve the amendments. The minutes will reflect this fact. As such, if you have any concern, it should then be clear you were acting under a directive from General Assembly, not exercising independent judgment in approving these amendments.