

**THE BYLAWS and SPECIAL RULES OF ORDER
of the**

**Regional Synod of Albany
Reformed Church in America, Inc.**

and

**THE BYLAWS
of the
Board of Trustees
Lewis M. Fowler Camp and Retreat Center
Regional Synod of Albany
Reformed Church in America, Inc.**

Revised May 2022

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BYLAWS
of the
REGIONAL SYNOD OF ALBANY

Reformed Church in America, Inc.

Preamble

The Regional Synod of Albany is an assembly of the Reformed Church in America and embraces the classes of Albany, Columbia-Greene, Montgomery, Rochester, Schenectady, and Schoharie.

The Regional Synod of Albany is subject to the regulations of the *Book of Church Order* of the Reformed Church in America.

The responsibilities of the regional synod are defined in the *Book of Church Order* (Chapter 1, Part III, Article 2) to be:

Sec. 1. The regional synod shall exercise a general superintendence over the interests and concerns of the classes within its bounds.

Sec. 2. The regional synod shall exercise an appellate supervisory power over the acts, proceedings, and decisions of its several classes.

Sec. 3. The regional synod shall form, combine, and disband classes, and may transfer churches from one classis to another within its bounds.

Sec. 4. The regional synod shall create whatever organization it desires for the furtherance of the work of the gospel within its bounds, provided such organization does not infringe upon the prerogatives of the several classes or churches.

The Regional Synod of Albany is incorporated as the Regional Synod of Albany, Reformed Church in America, Inc., pursuant to Section 15 of the Religious Corporations Law of the State of New York.

Article 1. Membership

Sec. 1. The regional synod shall consist of four ministers and four elders designated by each of the classes within the bounds of synod, and also the president and vice president of the synod.

Sec. 2. Delegates to the regional synod shall be appointed by the classis they represent, and their names shall be submitted annually to the stated clerk of synod by January 15. If a delegate is unable to attend a regional synod meeting, the classis shall appoint a substitute delegate and immediately notify the synod stated clerk.

Sec. 3. Delegates shall be seated from those classes that have paid the entire prior year's assessments and the current year's first quarter assessment to the treasurer by the annual meeting. Only seated delegates may vote.

Sec. 4. Members of the Regional Synod of Albany Executive Committee shall be corresponding delegates to the Albany Synod Assembly.

Article 2. Meetings

Sec. 1. The regional synod shall meet annually in May at such place and time as shall be determined at an annual meeting. The site of the annual meeting shall be based on the alphabetical listing of classes. The designated classis shall determine the procedure it wishes to use in selecting the church in which the synod will meet for that year. The classis clerk shall notify the synod stated clerk of the selected church at the annual meeting, one year prior to the next annual meeting.

Sec. 2. Special meetings of the regional synod shall be called by the president upon written application by four ministers and four elders or as directed by the Executive Committee. Twenty-one days notice shall be given to the delegates of synod for such a meeting and this notice shall state the particular business for which the meeting is called. With consent of synod, a special meeting may transact other business, which would be legal at a regular meeting.

Sec. 3. A majority of the minister delegates and a majority of the elder delegates shall constitute a quorum at any synod meeting.

Sec. 4. The rules of order of the regional synod shall be those set forth in the most recent edition of *Robert's Rules of Order* except as is otherwise specified in the *Special Rules of Order of the Regional Synod of Albany*.

Sec. 5. The time and place of any annual or special meeting may be changed by the Executive Committee if found necessary or desirable. The committee shall notify delegates at least twenty-one days in advance of the meeting.

Sec. 6. Electronic Meetings

a. Introduction

Electronic meetings are held when a committee or board must engage in business (including the processing of motions, and collaborative, creative work) that is time sensitive and must not wait until a traditional meeting, when a traditional meeting is not possible, or for which the cost of a traditional meeting is not justified, given the purpose of the meeting, when electronic alternatives are available.

These guidelines cover two basic forms of electronic meeting, irrespective of the technologies employed: synchronous and asynchronous. The following brief definition will

suffice: “Synchronous meetings occur when participants are in different places at the same time. Asynchronous meetings occur with the participants in different places at different time.”¹

¹*The Complete Idiot’s Guide to Robert’s Rules*, Nancy Sylvester, p. 238

Examples of technologies

Synchronous

Asynchronous

Conference Call

E-mail

Interactive Video Teleconference

Blog with Comment Feature

b. Procedures and Rules

i. Permitted Circumstances

Electronic meetings are permitted for meetings of boards and committees appointed by the assembly or its Executive Committee.

Electronic meetings are permitted only if every member of the board/committee has access to the technology allowing participation in the meeting. For example, if a committee wishes to meet by e-mail, they may do so only if every member of the committee has e-mail access. If even one member lacks e-mail access, then the committee is not permitted to use this method of hosting an electronic meeting.

ii. Call to Meeting

Only the chair of a board or committee may call an electronic meeting. The chair shall call an electronic meeting when requested to do so by two members.

iii. Quorum

A quorum for an electronic meeting of a board or a committee shall be a majority of members of the board or committee. In synchronous meetings, the chair shall declare whether there is a quorum at the beginning of the meeting. In asynchronous meetings, the chair cannot declare a quorum until the voting has yielded a quorum.

iv. Notice and Scope

The chair of the board or committee shall issue a call to electronic meeting to all the members within 3 days of an in-person meeting. For asynchronous meetings, the call to meeting commences the meeting, and shall indicate the date and time when the asynchronous meeting will close. The chair shall state the purpose of the meeting in the call to meeting. The chair shall rule out of order any original main motions not encompassed in the purpose stated in the call to meeting.

v. Participation

In electronic meetings, the same rules of privilege apply as in traditional meetings: the body may grant the privilege of the floor to a guest, who then must refrain from voting or speaking to an issue once debate closes. As in traditional meetings, a body that meets electronically is not required to grant the privilege of the floor to a guest and may choose to go into executive session.

Within the context of electronic meetings, a “guest” is a participant in the electronically delivered conversation who is not a member of the board or committee. For example, in an electronic meeting conducted by e-mail, a committee might permit a non-member to contribute, by e-mail, to the discussion.

The chair shall have the right to call the meeting with an indication whether the meeting is open or closed. A motion to open or close the meeting is in order at any time during the meeting prior to voting.

vi. Collaborative Work and Discussion in Electronic Meetings

It is anticipated that boards and committees will wish to meet electronically, not to process motions or formulate recommendations, but to discuss ideas, draft documents, or engage in other kinds of shared creative labor that arise out of the group’s commission. The results of that work likely will become the object of a motion put before the committee or board, in which case the rules for motions in synchronous or asynchronous meetings (below) must be followed. Prior to that, however, no special rules other than the ones named above need be followed, although it is the right of the body to adopt such rules if needed.

vii. Motions in Synchronous Meetings

The same rules of order for the processing of motions apply in synchronous meetings as in traditional meetings.

However, the chair shall give special attention to the characteristics of the technology in use for the synchronous electronic meeting, particularly those that might have an impact on the full participation of the members of the group. To that end, the chair, in calling the meeting to order, shall ask each

attending member in turn to check-in with the chair by means of the technology adopted for that meeting, in order to ascertain that the member may participate and to give opportunity for technical adjustments before business commences. Furthermore, the chair shall determine prior to any vote or call for unanimous consent, whether any members are no longer present due to a disruption in their communication links.

The chair shall make a diligent effort to include all participating members in the discussion. To facilitate this, the chair may request all members in a voice conference to mute their connections when not speaking. This reduces noise in the conference and allows the chair more effectively to keep the meeting orderly and ascertain that all members have the opportunity to contribute.

viii. Motions in Asynchronous Meetings

Acts in electronic asynchronous meetings must be handled by vote on motions, and not by unanimous consent.

Any member may make a motion, provided that the motion is in order.

The clerk, on behalf of the committee, may place a motion before the body. The motion is moved when the first “yes” vote for that motion is received by the chair.

For motions offered by a member or placed before the body by the clerk, receipt of a subsequent “yes” vote is needed for support.

When a motion is placed before the body, the chair or the clerk on behalf of the chair shall state the motion and its term (the date and time when voting on this motion shall conclude).

Voting continues until all the members have voted, or until the motion’s term, whichever comes first.

The chair shall announce the result of the vote at the conclusion of the motion’s term.

ix. Following the Meeting

After the meeting has concluded, the chair shall ensure that a report of the meeting is sent to the clerk of the Regional Synod of Albany. The report shall contain all motions and their dispositions.

c. Meetings of the synod

Electronic meetings of the synod are permitted for either a stated or special session. Such meetings may only take place in a synchronous format. All electronic meetings of the synod shall conform to the Bylaws of the Regional Synod of Albany, the Special Rules of Order of the Regional Synod of Albany, and the RCA *Book of Church Order*, Chapter 1, Part III,

1. Technology Access

The Albany Synod Executive Committee shall ensure that all delegates have proper technology so as to participate in a synchronous meeting. If any delegates lack appropriate technology, ASEC shall work with the appropriate classis(es) in order to secure such appropriate technology for their use.

2. Call to Meeting

If a meeting of the synod is to be held in an electronic format, such a meeting is to be requested by the Albany Synod Executive Committee no less than forty-two days before. The Call to Meeting for a special meeting in an electronic format shall conform to Article 2, Section 2 of the Bylaws of the Regional Synod of Albany.

Meetings in electronic format shall be approved by a majority of the classes. Notice of approval by the classis of an electronic meeting format shall be made to the Stated Clerk within twenty-one days of receiving the call to meeting.

3. Quorum

A quorum for an electronic meeting of the synod shall be the same as the quorum identified in Article 2, section 3 of the Bylaws of the Regional Synod of Albany

4. Notice and Scope

For the synod, an announcement of a change from an in-person meeting to an electronic meeting must be no less than twenty-one days in advance of the meeting. The agenda for electronic meetings of the synod shall be as limited as possible.

5. Participation

In electronic meetings, the same rules of privilege apply as in traditional meetings: the body may grant the privilege of the floor to a guest, who then must refrain from voting or speaking to an issue once debate closes. As in traditional meetings, a body that meets electronically is not required to grant the privilege of the floor to a guest and may choose to go into executive session.

For meetings of the synod, all delegates shall have the ability to speak into the meeting and to hear the proceedings of the meeting synchronously. Video presence is recommended, but not required.

6. Motions

The same rules of order for the processing of motions apply in synchronous meetings as in traditional meetings.

However, the chair shall give special attention to the characteristics of the technology in use for the synchronous electronic meeting, particularly those that might have an impact on the full participation of the members of the group. To that end, the chair, in calling the meeting to order, shall ask each attending member in turn to check-in with the chair by means of the technology adopted for that meeting, in order to ascertain that the member may participate and to give opportunity for technical adjustments before business commences. Furthermore, the chair shall determine prior to any vote or call for unanimous consent, whether any members are no longer present due to a disruption in their communication links.

The chair shall make a diligent effort to include all participating members in the discussion. To facilitate this, the chair may request all members in a voice/video conference to mute their connections when not speaking. This reduces noise in the conference and allows the chair more effectively to keep the meeting orderly and ascertain that all members have the opportunity to contribute.

7. Voting

All voting shall be taken by a method prescribed and defined by the President and shall be tallied by those appointed to serve as Tellers. Voting by email shall be prohibited.

8. Following the Meeting

The Stated Clerk shall keep minutes of the meeting and will be subject to approval at the next annual meeting of the synod.

Article 3. Officers

Sec. 1. The officers of the regional synod shall be the president, vice president, and stated clerk.

Sec. 2. The terms of office for the president and vice president shall be from the close of an annual meeting to the close of the next. The term of office for the stated clerk shall be for two years from the close of the annual meeting in the odd numbered years.

Sec. 3. Election of president and vice president

a. Procedures for Election

The president and vice president shall be elected by ballot at the annual meeting. Seated delegates may vote. Tellers shall distribute, collect, and count the ballots.

b. Election of President

The first ballot cast shall be an electing ballot. The vice president shall be the sole nominee. An affirmative vote of a majority of seated delegates (hereinafter "majority") shall be required for election on an electing ballot. If the vote is not affirmative or the vice president declines the nomination, the election for president shall follow the process prescribed below for the election of the vice president.

c. Election of Vice President

The nominees recommended by the synod's nominations committee shall be on the first electing ballot. Other nominees may be nominated, seconded and voted by a majority of the synod delegates and placed on the electing ballot. Only seated delegates may be added to the electing ballot.

If no nominee receives a majority on the first electing ballot, a second electing ballot will be taken. Voting will be limited to the two persons receiving the largest number of votes on the first electing ballot. In case of a tie vote on the second electing ballot, balloting will continue until there is an election.

d. Should the president vacate the office, the vice president shall be named president. In the event the vice president should vacate the office, a new vice president shall be appointed by the executive committee from the current regional synod delegates, giving full consideration to those who had the highest number of votes on the electing ballot in the previous session.

Sec. 4. Stated Clerk

a. The stated clerk shall be elected at the annual meeting in the odd numbered years. The stated clerk must be an elder or minister of Word and Sacrament. The stated clerk shall be eligible for re-election. Nominations shall be submitted by the Nominations Committee and election shall be by ballot.

b. The stated clerk may receive fees for his/her services as determined by the regional synod, together with reimbursement for such expenses as may be incurred in the performance of his/her duties.

Article 4. Duties of Officers

Sec. 1. The president shall:

- a. Preside over all meetings of the regional synod and of the Executive Committee.
- b. State and explain the business to be transacted, enforce the *Special Rules of Order*, and maintain a decorum and dignity, becoming an assembly of the church of Christ.
- c. Present the president's report at the annual meeting.

- d. Appoint all standing committees subject to the approval of the regional synod.
- e. Serve as the regional synod's delegate to the General Synod during the presidential term.
- f. Appoint delegates to serve as tellers at the annual meeting.
- g. Appoint temporary clerks as needed.

Sec. 2. The vice president shall:

- a. Perform the duties of the president at the request of or in the absence of the president.

Sec. 3. The stated clerk shall:

- a. Record the acts and proceedings of the regional synod. The minutes, having been examined and approved by the officers of the synod, shall be printed and the official copy shall be signed by the president and stated clerk.
- b. Distribute regional synod minutes to ministers and consistories in the synod, to synod delegates, to members of the Executive Committee, Synod Ministries Board and mission staff.
- c. Notify the Executive Committee and the Regional Synod of Albany Board of Trustees of the times and places of their meetings, record the acts and proceedings of the committee and board, and distribute the minutes to their members.
- d. Preserve documents and records of permanent value.
- e. Distribute the *Bylaws and Special Rules of Order of the Regional Synod of Albany*.
- f. Send meeting materials to all delegates at least fourteen days prior to annual or special synod meetings.
- g. Notify the stated clerk of each classis at least fourteen days prior to the annual meeting that the classis clerk shall present the minutes of classis for examination and shall submit an annual report on ministerial changes within the classis.
- h. Make all arrangements with the host church for the annual meeting.
- i. Prepare a digest of actions of the Executive Committee since the last synod and present it at the annual meeting.
- j. Have present at the annual meeting the minutes of the previous annual meeting, the *Book of Church Order, RCA*, the minutes of the last meeting of General Synod, and

sufficient copies of the *Bylaws and Special Rules of Order* for the use of delegates present.

- k. Notify all persons elected or appointed by the regional synod within ten days of their election or appointment.
- l. Forward overtures to General Synod no later than ten days after the annual meeting.
- m. Forward nominations to General Synod committees, to ecumenical organizations, and other agencies no later than ten days after the annual meeting.
- n. Forward copies of the minutes of annual and special regional synod meetings to the denomination as prescribed by the *Book of Church Order*, Chapter 1, Part III, Article 5, Section 4.
- o. Submit to the president of General Synod, the annual Report of the President of the Regional Synod of Albany.
- p. Serve as the chairperson of the Nominations Committee.
- q. Meet with the Overtures and Judicial Business Committee.

Article 5. Executive Committee

Sec. 1. Membership and Meetings

- a. The Executive Committee shall have the following voting members: RSA president, RSA vice president, RSA past president, the liaison of the Synod Ministries Board, the liaison from the Fowler Board of Trustees, the chairpersons of the permanent committees, and three elders and three ministers to be drawn from among the six classes.
- b. The three elders and three ministers serving as voting members of the Executive Committee shall be nominated by their classes. The stated clerk shall request these nominations according to an equitable rotation schedule. A term for these members is three years.
- c. The Executive Committee shall have the following non-voting members: the Synod Ministries Coordinator, the Fowler Executive Director and the RSA Stated Clerk.
- d. If a Board liaison or a chairperson of a permanent committee is neither an elder nor a minister, then that chairperson shall serve on the Executive Committee as a non-voting member.
- e. If the current past president is unable to serve on the Executive Committee, the president shall appoint the previous past president to serve the unexpired term.

- f. The RSA Stated Clerk shall serve as clerk of the Executive Committee.
- g. A quorum shall consist of a majority of the voting members serving on the Executive Committee.
- h. The Regional Synod shall elect the members of the Executive Committee.
- i. The Executive Committee shall meet three times per year, and additionally at the call of the president.

Sec. 2. Responsibilities

The Executive Committee shall:

- a. Act as agent for the regional synod in between sessions.
- b. Define responsibilities of, employ and supervise such staff as may be required to carry out the administration and ministry of the regional synod.
- c. Appoint a search committee to recommend candidates for program staff positions.
- d. Appoint a financial manager to administer funds, disburse monies, maintain complete records of such transactions, prepare monthly and annual financial reports and present these records for audit.
- e. Review and submit for approval the annual budget of the regional synod.
- f. Provide for the interpretation, promotion, and funding of the regional synod budget.
- g. Fill vacancies on permanent committees.
- h. Appoint ad hoc committees and agents as necessary to carry out the administration and ministry of the regional synod.
- l. Appoint alternate members to the Overtures and Judicial Business Committee to replace members recusing themselves by conflict of interest.
- j. Receive, review and report on items referred from the Fowler Board of Trustees in matters of:
 - i. Purchase, disposal and or mortgage of real property.
 - ii. Adherence to the stated investment guidelines.
 - iii. Incurring of any indebtedness.

Article 6. Permanent Committees

Sec. 1. Committee on Overtures and Judicial Business

a. Membership and Meetings

The committee shall:

- i. Consist of five members; three of whom shall be ministers and two of whom shall be elders. One member shall be an attorney. Members are eligible for one five-year term with one member elected each year at the annual meeting. In case of the need for recusal, alternate members will be appointed by the Executive Committee from a list of alternates provided by the Nominations Committee. The stated clerk shall attend committee meetings.
- ii. Nominate its chairperson annually prior to the March Executive Committee meeting from those committee members who have served at least one year. The Executive Committee shall appoint the chairperson. The chairperson shall be a member of the Executive Committee.
- iii. Meet at least once a year and additionally as needed to accomplish its responsibilities.

b. Responsibilities

The committee shall:

- i. Report to the regional synod at its annual meeting.
- ii. Receive complaints and appeals from classes and carry out responsibilities as defined in the *Disciplinary and Judicial Procedures*, BCO, Chapter 2, Part II.
- iii. Receive and review overtures from classes and make recommendations regarding those overtures to the regional synod. Classis overtures must be received sixty days prior to the annual meeting.
- iv. Submit for regional synod approval all proposed overtures to the General Synod.
- v. Review the *Bylaws and Special Rules of Order of the Regional Synod of Albany, Reformed Church in America, Inc.* and the *Bylaws of the Board of Trustees, Lewis M. Fowler Camp and Retreat Center, Regional Synod of Albany, Reformed Church in America, Inc.*, and recommend revisions to the regional synod.

Sec. 2. Synod Ministries Board

a. Mission

- i. The mission of the Synod Ministries Board is to coordinate and exercise oversight of resources and program support of the Regional Synod of Albany.

ii. The Board's coordination efforts shall be primarily with the Classes comprising the Regional Synod of Albany.

iii. The Board shall maintain and biennially review their operation's manual.

b. Membership and Meetings

i. The Synod Ministries Board shall have the following voting members: RSA president, RSA vice president, RSA past president, and two delegates from each of the six classes (by appointment).

ii. The twelve delegates serving by appointment as voting members of the Synod Ministries Board shall be nominated by their classes. No more than one of the delegates from each classis may be a Minister of Word and Sacrament. The stated clerk shall request these nominations according to an equitable rotation schedule. A term for these members is three years. A member may serve an additional term, subject to nomination by her or his classis and electing vote by the Synod.

iii. The Synod Ministries Board shall have the following non-voting members: the Synod Ministries Coordinator, the Fowler Executive Director, and the Fowler Board of Trustees liaison.

iv. The Synod Ministries Board shall nominate its moderator from among its elders and minister members.

v. The Synod Ministries Board shall elect its clerk from among its members, and its liaison to the Synod Executive Committee.

vi. A list of Board members shall be published to the regional synod annually.

vii. The Synod Ministries Board shall meet three times a year and additionally at the call of its moderator.

viii. Regular meetings of the Board shall take place, if possible, prior to the corresponding meeting of the Synod Executive Committee.

c. Accountability

The Synod Ministries Board shall be accountable to the regional synod through the Synod Executive Committee. The Board shall annually report its overall mission activity and its use of funds and staff to the Synod at its annual meeting through the General Review Committee.

Sec 3. Nominations Committee

a. Membership and Meetings

The committee shall:

- i. Consist of the classis stated clerk from each classis or its designated representative and the synod stated clerk, ex officio, who shall be the chairperson.
- ii. Meet at least once a year and additionally as needed to accomplish its responsibilities.

b. Responsibilities

The committee shall:

- i. Nominate members for the permanent committees of the regional synod.
- ii. Nominate the synod stated clerk.
- iii. Nominate people to serve as requested by the Reformed Church in America, its agencies, and institutions.
- iv. Nominate at least two willing candidates for the office of vice president. The list of nominees may be drawn from two sources: 1) from the list of delegates to the next regional synod meeting; 2) from any proposed nominees put forward by the classes. Such proposed nominees need not be delegates to the next regional synod meeting but must be eligible to be a delegate (namely, an elder or a minister within the bounds of that classis). A classis may put forward up to two proposed nominees who must be approved by a vote of that classis. The nominations committee must receive these proposed nominees no later than March 21.
- v. Nominate a list of Minister and Elder alternates to serve on the Overtures and Judicial Business Committee in case of the need for recusal of current Overtures and Judicial Business Committee members.
- vi. Carefully examine the minutes of the classes for the past year, calling the attention of the regional synod to any act of omission or violation of the *Book of Church Order, RCA*.

Sec 4. Personnel Committee

a. Membership and Meetings

The committee shall:

- i. Consist of five members whose terms continue for three years, a part of the whole number to be elected annually, with membership limited to two consecutive terms.
- ii. Nominate its chairperson annually prior to the March Executive Committee meeting. The Executive Committee shall appoint the chairperson. The chairperson shall be a member of the Executive Committee.

iii. Nominate its vice-chairperson annually prior to the March Executive Committee meeting. The Executive Committee shall appoint the vice-chairperson.

iv. Meet at least once a year and additionally as needed to accomplish its responsibilities.

b. Responsibilities

i. Advisory

The committee shall:

- a. Assess staff needs of the regional synod and recommend staff positions to the Executive Committee.
- b. Develop and revise position guides for all staff.
- c. Develop and maintain a system of staff supervision and evaluation.
- d. Recommend employee compensation and benefits.
- e. Revise and update employee handbook.
- f. Provide recommendations for professional development.

ii. Operational

The committee shall:

- a. Approve the hiring of support staff.
- b. Approve staff performance reviews.
- c. Resolve staff concerns.
- d. Provide information to the Executive Committee in the event of a staff appeal of a Personnel Committee decision.

Sec. 5. Finance Committee

a. Membership and Meetings

The committee shall:

- i. Consist of five members whose terms continue for three years, a part of the whole number to be elected annually, with membership limited to two consecutive terms.

- ii. Nominate its chairperson annually prior to the March Executive Committee meeting. The Executive Committee shall appoint the chairperson. The chairperson shall be a member of the Executive Committee. The synod financial manager and synod administrator shall serve as staff to the Finance Committee.
- iii. Nominate its vice-chairperson annually prior to the March Executive Committee meeting. The Executive Committee shall appoint the vice-chairperson.
- iv. Meet at least once a year and additionally as needed to accomplish its responsibilities.

b. Responsibilities

i. Advisory

The committee shall:

- a. Develop and recommend the budget.
- b. Recommend stipends for the stated clerk and financial manager.
- c. Recommend insurance coverage for the Regional Synod.
- d. Recommend changes in the regional synod investment policies.

ii. Operational

The committee shall:

- a. Review reports of the synod financial manager.
- b. Arrange for and review the annual audits of the financial records of the synod.
- c. Oversee the implementation of the Executive Committee financial decisions.
- d. Provide guidance and direction for regional synod fund-raising.
- e. Invest monies consistent with the policies established by the Executive Committee.

Article 7. Standing Committees

Standing Committees of the Regional Synod of Albany (except the Synod Agenda Committee) shall be appointed by the president from among the delegates at least sixty days prior to the annual meeting and subject to the approval of the regional synod.

Sec. 1. Committee on Accounts

The Committee on Accounts shall have five delegates; two shall be ministers and three shall be elders. Prior to the annual meeting, the committee shall examine all financial records and reports, the auditors' statements, the budget and the per member assessment proposed by the Executive Committee. The committee shall make recommendations at the annual meeting regarding the budget and the per member assessment.

Sec. 2. General Review Committee

The General Review Committee shall have six delegates; three shall be ministers and three shall be elders. The committee shall review the president's report, the synod ministries coordinator's report, and the Synod Ministries Board report and advise the annual meeting regarding recommendations in the reports.

Sec. 3. Committee on Resolutions

The committee shall formulate and present appropriate resolutions to the regional synod and propose the place where its next annual meeting will convene.

Sec. 4. Synod Agenda Committee

The Synod Agenda Committee shall consist of the president, vice president, and stated clerk. The vice president shall act as chairperson. The committee shall plan the agendas of the annual meeting and any special meeting.

Article 8. Regional Synod of Albany Board of Trustees

Sec. 1. The Board of Trustees shall be composed of the members of the Executive Committee. The synod ministries coordinator and the synod administrator will serve ex-officio. The president shall serve as chairperson of the Board of Trustees.

Sec. 2. The board shall report annually to the regional synod.

Sec. 3. The board shall be the holding body of all assets of the regional synod with power to acquire or dispose.

Sec. 4. The board shall have power to borrow in the name of the regional synod to provide adequate care and upkeep of synod property.

Article 9. Amendments

Sec. 1. Amendments to the bylaws shall be submitted to the annual meeting by the Overtures and Judicial Business Committee in its written report. Amendments shall be adopted by a two-thirds vote of the seated delegates at an annual meeting, provided such changes were submitted to the delegates in writing at least fourteen days prior to the annual meeting.

Sec. 2. These bylaws may be suspended by a three-fourths vote of the seated delegates.

- Sec. 3. A particular bylaw relating to a specific item of business may be suspended by a $\frac{3}{4}$ vote of the seated delegates.

SPECIAL RULES OF ORDER
of the
REGIONAL SYNOD OF ALBANY
Reformed Church in America, Inc.

Article 1. Order of Business for Worshipful Work

- Sec. 1. The order of business at the annual meeting shall be developed by the Synod Agenda Committee and include:

1. Opening of Synod
2. Worship
3. Roll call and seating of delegates
4. Appointment of temporary clerks and tellers
5. Recognition of Executive Committee members, synod staff, and invited guests in order to grant privilege of the floor
6. Approval of agenda
7. Reading of the minutes of the previous synod meeting by title
8. Approval of standing committee appointments
9. Communications
10. President's Report
11. Synod Executive Committee and Board of Trustees' Reports
12. Fowler Board of Trustees' Report
13. Election of officers
14. Permanent committee reports
 - a. Overtures and Judicial Business

- b. Nominations
 - c. Finance
 - d. Synod Ministries Board
15. Standing committee reports
 - a. Accounts
 - b. Resolutions
 - c. General Review Committee
 16. Special committee reports
 17. Miscellaneous business
 18. Succession of officers
 19. Adjournment

Sec. 2. Special Meetings

The order of business for special meetings of the regional synod shall be developed by the Synod Agenda Committee.

Article 2. Amendments

The *Special Rules of Order* may be amended by the Synod Executive Committee by a two-thirds vote of its members at any Executive Committee meeting. The *Special Rules of Order* may be amended or suspended by majority vote of the seated delegates.

BYLAWS
of the
BOARD OF TRUSTEES

Lewis M. Fowler Camp and Retreat Center
Regional Synod of Albany
Reformed Church in America, Inc.

Preamble

The Lewis M. Fowler Camp and Retreat Center, Regional Synod of Albany, Reformed Church in America, Inc., was established by the Regional Synod of Albany, Reformed Church in America, and incorporated on December 7, 1987 pursuant to Section 402 of the Religious Corporations Law in the State of New York.

The purpose of the Lewis M. Fowler Camp and Retreat Center is to glorify God, to foster growth in Jesus Christ as Lord, to experience life in a Christian community and to encourage people to live as disciples of Christ. This is to be lived out by extending Christ-like hospitality to all guests and giving special emphasis to the values of community, simplicity, and caring for the world.

Article 1. Membership

Sec. 1. The Fowler Board of Trustees shall have up to fifteen (15) voting members, consisting of six (6) Reformed Church members in good standing. A minimum of one from each of the classes in the Regional Synod of Albany; three (3) at large members; the chairperson or another representative from the Property, Program and Development Committees; and three (3) members representing partners in Fowler's ministry. All board members shall affirm Fowler's Christian faith and mission.

Sec. 2. The voting members of the Fowler Board of Trustees from among the classes of the Regional Synod of Albany shall be nominated by their classes. The stated clerk shall request these nominations according to an equitable rotation schedule. A term for these members is three years. A member may serve an additional term subject to nomination by her or his classis and electing vote by the Synod. The members from the Standing Committees shall be appointed by the committees on which they serve. The members representing partners in Fowler's ministry shall be appointed by $\frac{2}{3}$ vote of the Fowler Board of Trustees. At-large members shall be nominated by a $\frac{2}{3}$ vote of the Fowler Board of Trustees and approved by the Regional Synod of Albany, or by the Albany Synod Executive Committee if the nomination occurs between stated sessions of the Regional Synod of Albany.

Sec. 3. CLASSIS APPOINTEES. If a classis fails to appoint a Trustee for an expired term by May 1 of the following year, or if their Trustee position shall become vacant for any reason and remain vacant for a period of three (3) months, the Board may, by an affirmative vote of two-thirds of the members present, elect a Trustee at Large to fill the vacant position until the expiration of the term. No such action shall be taken unless the Clerk has certified that the Classis Clerk was notified of the vacancy and the Board's intent to fill the vacancy at least thirty (30) days prior to the Board's vote, and the corporation has received no reply from the classis indicating their intent to fill the Appointment. All Classis Appointees and Trustees at Large elected to fill vacant Classis Appointee positions shall be members of a Reformed Church.

Sec. 4. The Board shall have three (3) non-voting members: the Fowler Executive Director and the Synod Administrator and the clerk.

Sec. 5. The Board may nominate additional non-voting members to serve on the board. Such nominations are submitted to the Synod, or to the Synod's Executive Committee between stated sessions, for a vote.

Sec. 6. The Board shall elect one of its voting members as chair and one of its voting members as a vice chair. The Board shall also nominate one of its voting members as liaison to the Albany Synod Executive Committee, and one of its members as liaison to the Synod Ministries Board.

Sec. 7. A list of Board members shall be published to the regional synod annually.

Article 2. Responsibilities

The board shall:

- a. Hold title to properties of the Lewis M. Fowler Camp and Retreat Center.
- b. Have power necessary to receive, accumulate, manage, invest, encumber, and dispose of the funds and property entrusted to it consistent with the laws under which the camp has been incorporated and with any policy and the By_Laws of the Regional Synod of Albany.
- c. Establish policy for use of facilities, equipment, and for camp and retreat center staff. Make the necessary revisions in the Fowler Manual.
- d. Approve and authorize capital improvements.
- e. Appoint a bookkeeper to administer funds, disburse monies, maintain complete records of such transactions, prepare monthly and annual financial reports, and present these records for audit.
- f. Review financial reports and audits submitted by the Fowler bookkeeper.

- g. Submit a report to the annual meeting of the regional synod.
- h. Define duties and conditions of employment, employ and supervise such staff as may be necessary to carry out the ministry of the camp and retreat center. The board may delegate this responsibility from time to time as they determine necessary and appropriate.

Article 3. Amenability

The Fowler Ministries Board shall be amenable to the Regional Synod of Albany and shall seek specific prior approval in matters of:

- a. Purchase, disposal and or mortgage of real property.
- b. Adherence to the stated investment guidelines.
- c. Incurring of any indebtedness.

Article 4. Officers

The officers of the Board of Trustees shall be the chair, vice chair, and clerk.

Article 5. Duties of Officers

a. Chair

The chair shall preside over all meetings of the Board of Trustees.

b. Vice Chair

The vice chair shall perform the responsibilities of the moderator at the request of or in the absence of the moderator.

c. Clerk

The clerk shall:

- i. Notify all trustees of the times and places of all trustee meetings.
- ii. Record the acts and proceedings of the Board of Trustees and distribute the minutes to its members.
- iii. Distribute copies of the *Bylaws of the Board of Trustees*.

Article 6. Standing Committees

Sec. 1. Program Committee

- a. Membership: The Fowler Program Committee will be made up of a minimum of 6 and a maximum of 12 members.
 - i. Members will be chosen by the Committee and approved by the Fowler Board of Trustees.
 - ii. One member will be appointed by the Program Committee to serve on the Fowler Board of Trustees.
 - iii. Good faith effort shall be made to strive for diversity, including in gender, age, vocation, and geography.
 - iv. The Fowler Executive Director shall serve as a non voting member. Other Fowler staff may also be assigned to attend.
 - v. Terms on the Fowler Program Committee will be for three years.
 - vi. All members of the Program Committee shall strive to be active in the ministry at Fowler during their tenure.

b. Responsibilities:

- i. Design and implement programs consistent with the mission of Fowler Camp and Retreat Center.
- ii. Annually set the summer program schedule.
- iii. Select an annual theme for summer camp and oversee the development of supportive program materials.
- iv. Work in conjunction with the Synod Board of Trustees to offer retreat opportunities in conjunction with the Albany Synod and other partners.
- v. Suggest ideas to the Fowler Board of Trustees for significant changes in the program, as necessary.
- vi. Assist in the development of promotional plans and publicity materials.
- vii. Assist staff in recruiting participants in the ministries at Fowler, including campers, volunteers, and retreat users.
- viii. Complete other responsibilities assigned by the Fowler Board of Trustees.

c. Chairperson:

The Program Committee will elect its own chairperson to be confirmed by the Fowler Board of Trustees. The chairperson's duties will be to facilitate and preside over meetings.

Sec. 2. Property Committee:

a. Membership

- i. The Fowler Property Committee will be made up of a minimum of 6 and a maximum of 12 members. Members will be chosen by the Committee and approved by the Fowler Board of Trustees.
- ii. One member will be appointed by the Property Committee to serve on the Fowler Board of Trustees.
- iii. Good faith effort shall be made to strive for diversity, including in gender, age, vocation, and geography.

- iv. The Fowler Executive Director and Operations Manager shall serve as a non-voting member. Other Fowler staff may also be assigned to attend.
 - v. Terms on the Fowler Property Committee will be for three years.
 - vi. All members of the Property Committee shall strive to be active in the ministry at Fowler during their tenure.
- b. Responsibilities
- i. Develop and recommend to the Fowler Board of Trustees an annual maintenance program which keeps facilities in compliance with New York State and local regulations.
 - ii. Develop and recommend to the Fowler Board of Trustees, in conjunction with the Fowler Operations Manager, an annual and five-year plan for equipment maintenance and replacement.
 - iii. Oversee implementation of Fowler Board of Trustees property decisions.
 - iv. Complete other responsibilities assigned by the Fowler Board of Trustees.
- c. Chairperson
- The Property Committee will elect its own chairperson to be confirmed by the Fowler Board of Trustees. The chairperson's duties will be to facilitate and preside over meetings.

Sec. 3. Development Committee

- a. Membership:
- i. The Fowler Development Committee will be made up of a minimum of 6 and a maximum of 12 members.
 - ii. Members will be chosen by the Committee and approved by the Fowler Board of Trustees.
 - iii. Good faith effort shall be made to strive for diversity, including in gender, age, vocation, and geography.
 - iv. The Fowler Executive Director shall serve as a nonvoting member.
 - v. Other Fowler staff may also be assigned to attend.
 - vi. Terms on the Fowler Development Committee will be for three years.
 - vii. All members of the Development Committee shall strive to be active in the ministry at Fowler during their tenure.
- b. Responsibilities
- i. Provide guidance and direction for Fowler fundraising.
 - ii. Oversee Organization and Implementation of major fundraisers.
 - iii. Oversee major donors.
 - iv. Review reports of the Fowler Bookkeeper.
 - v. Arrange for and review the annual audits of the financial records of Fowler.
- c. Chairperson
- The Development Committee will elect its own chairperson to be confirmed by the Fowler Board of Trustees. The chairperson's duties will be to facilitate and preside over meetings.

Article 7. Meetings

The Board of Trustees shall meet at least four times per year and at the call of the moderator. Regular meetings of the Board shall take place, if possible, prior to the corresponding meeting of the Synod Executive Committee.

Article 8. Amendments

Amendments to the bylaws must originate from and be approved by a two-thirds vote of the Fowler Board of Trustees, submitted in writing to the Overtures and Judicial Business Committee for review with sufficient time to be distributed to the Regional Synod delegates at least fourteen days prior to the annual meeting, and subsequently approved by the Regional Synod of Albany at its annual meeting.