

Bylaws for Mission Utah

ARTICLE 1—NAME, PURPOSES, OFFICES

1.1 Name

1.1.A. Mission Utah is a 501(c) 3 corporation approved by the Northern California Presbytery (the "Presbytery") as a ministry of that Presbytery and as a subordinate of the Presbyterian Church in America's ("PCA") 501(c)(3) status, with a board of directors ("Board") which has responsibility for its administration and oversight. Mission Utah reports to the Mission in North America Committee of the Presbytery and coordinates its efforts with the permanent committee of Mission to North America. Mission Utah shall exist until it is terminated under the terms herein; nothing herein requires any periodic renewal of Mission Utah in its present form. Once a Presbytery has been established including the churches in Utah, the role of Mission Utah will be reevaluated.

1.2 Purpose

1.2.A. The purpose of Mission Utah is to work within the courts of the Presbytery to facilitate PCA church planting efforts by 1) identifying and training church planters, 2) strategically planting churches, 3) nurturing new plants until full maturity, 4) assisting with related evangelistic efforts including campus ministry, and 5) developing financial resources to accomplish this vision.

1.3 Principal Office

The principal office of Mission Utah shall be in Park City, Utah, but may be relocated by action of the Board.

ARTICLE 2—STRUCTURE AND OPERATION

2.1 Obligations of the Churches and Missions

2.1.A. Each PCA church or mission that participates in Mission Utah is encouraged to pray for: Utah's spiritual, social and cultural change; Mission Utah, the Executive Director and any staff. Each church is to regularly invite the Executive Director to: attend their worship service and give updates on the work, attend Session meetings for prayer and relational development, and participate in Missions Conferences when appropriate.

2.1.B. Financially, each PCA church or mission that participates in Mission Utah is encouraged to tithe or otherwise give to Mission Utah and to assist the Executive Director with fundraising efforts. Even financially challenged churches should contribute to Mission Utah at some level.

2.2 The Board of Directors

2.2.A. The strategic direction and oversight of Mission Utah shall be under the direction of the Board. Board decisions/actions are recorded in the minutes of the quarterly meetings and any other authorized meetings, and evidenced by proposals and votes consistent with the rules outlined in Robert's Rules of Order. The Board shall have the full authority on behalf of the churches and missions represented to carry out and authorize the Executive Director to carry out the approved plans of Mission Utah within the

constraints of the annual budget. The Board is responsible for fulfilling its role as defined in Exhibit A, Mission Utah, Definition of Roles, among those items:

2.2.A.1. Selecting the Executive Director, who is then approved through the auspices of the Presbytery.

2.2.A.2. Setting the Executive Director's compensation, benefits and goals.

2.2.A.3. Evaluating the Executive Director's work in accordance with Board established goals. This performance review will be performed annually at the Board meeting occurring before the annual meeting (the annual meeting being the first meeting of the new calendar year). At the time of this review annual goals for the next year will be determined and agreed to between the Board and the Executive Director.

2.2.A.4. Assisting in the funding relationship development of Mission Utah.

2.2.A.5. Setting subcommittees, as appropriate, and appointing subcommittee members in carrying out the assigned work of Mission Utah.

2.2.B. The Board is comprised of at least one teaching and/or one ruling elder from each member church of Mission Utah. The Executive Director serves as a nonvoting member of the Board. The Board will select a Moderator who will function in accordance with Robert's Rules of Order. Each church will have one vote in any matters before the Board.

2.2.B.1. A church or mission may become a member church upon particularization or admission to the Presbytery for churches in Utah; and approval by the Board.

2.2.B.2. Each Board member serves until replaced by the member's session.

2.2.B.3. The Board reserves the right to ask a participating church for a replacement elder representative if for some reason the current representative is deemed unsuitable by the Board.

2.3 Regular Meetings and Quorum

2.3.A. Mission Utah shall meet at times and places to be determined by the Board at a previous meeting or as called by the Moderator. There shall be at least an Annual Meeting, which shall be the first meeting of the new calendar year.

2.3.B. There must be a simple majority of the Mission Utah voting representatives present at any meeting where action is taken. Motions/actions are considered approved or rejected by majority vote except where explicitly stated in the bylaws.

2.3.C. Minutes of all regular and special meetings shall be taken, published, and maintained as permanent records of Mission Utah.

2.3.D. Any procedural questions shall be resolved by using Robert's Rules of Order.

2.3.E. In the Moderator's absence any other Board member may serve in this capacity by common agreement.

2.3.F. Individual churches and missions will be responsible for the expenses of their representatives attending Board meetings.

3.1.A. The staff of Mission Utah shall be an Executive Director and other staff as approved by the Board.

3.2 Executive Director

3.2.A. The Executive Director of Mission Utah should be a teaching or ruling elder in good standing of a PCA church.

3.2.B. The Executive Director shall in general supervise and control the business affairs of Mission Utah and may take actions of behalf of Mission Utah that are in concert with the approved activities of Mission Utah, and perform all duties incident to the office of the Executive Director (as listed in Exhibit A., Mission Utah, Definition of Roles) and such other duties as may be prescribed by the Board from time to time.

3.2.B.1. The Executive Director shall have the authority, within the approved Mission Utah budget, to hire staff; otherwise, he cannot hire staff without the approval of the Board. He may remove any employee of Mission Utah as may be necessary.

3.2.B.2. The Executive Director may sign contracts or other instruments which Mission Utah has authorized to be executed.

3.2.B.3. The Executive Director's role, responsibilities and goals are determined by the Board in accordance with the vision and mission of Mission Utah; the role of Mission Utah having been defined in Exhibit A, Mission Utah, Definition of Roles, which may be reviewed and changed by the Board.

3.2.C. The Executive Director shall be elected/sustained each year by the Mission Utah Board at the Annual Meeting based on the annual performance review. At the annual performance review, the continuance of the incumbent Executive Director shall be validated by a majority vote. If a majority vote is not attained the following procedure shall be followed:

3.2.C.1. The Executive Director shall immediately be placed on a trial period to be determined by the Board, with the Board having outlined in writing its concerns and those actions that shall be taken by the Executive Director to resolve those concerns satisfactorily.

3.2.C.2. The Executive Director will meet with the Board as both parties deem necessary during the trial period to resolve any issues or concerns in good faith and with best efforts.

3.2.C.3. At the end of the trial period, a special meeting of the Board will be called for the sole business of taking another vote. If the Executive Director fails to receive a majority vote, the Executive Director's tenure will be terminated by specific action of the Board. It will be up to the Board at that point to define any financial terms of separation.

ARTICLE 4—FINANCES

4.1 Bank Account

4.1.A. The Executive Director will not be a signer on any accounts of Mission Utah. The Executive Director will file requests for reimbursable expenses in accordance with procedures established by the Board.

4.1.B. Regular, monthly compensation/salary/benefits payments will be handled in accordance with procedures established by the Board.

4.2.A. As appropriate, and at least annually, there shall be an independent review of the financial records of Mission Utah and a report made to the Board.

ARTICLE 5—TELEPHONE OR E-MAIL MEETINGS

5.1. Board members of Mission Utah may participate in and hold regular or special meetings by means of conference telephone or handle approvals by electronic mail.

ARTICLE 6—PRESBYTERY OVERSIGHT OF MISSION UTAH ACTIVITIES

6.1. Mission Utah must, prior to moving ahead with a new church plant or evangelistic effort including campus ministry, attend to the following:

6.1.A. Notify the appropriate Presbytery committees as soon as a new work is being seriously contemplated.

6.1.B. Consult with the Sessions of other PCA churches near the proposed target area.

6.1.C. Receive site approval from the Presbytery.

6.1.D. Arrange for an interview of the organizing pastor with the appropriate Presbytery committees and receive their endorsement of the candidate.

6.1.E. Ensure all candidates satisfy the credential requirements through the Candidates and Examinations Committee of the Presbytery.

6.1.F. Report twice each year to the appropriate Presbytery committees in person or in writing, as required under the circumstances.

ARTICLE 7—AMENDMENTS

7.1. These Bylaws may be altered, amended or repealed, or new Bylaws may be adopted at any regular or special meeting of Mission Utah by a majority vote of the Board, provided notice of the proposed alterations, amendment or repeal or adoption be contained in the notice of such meeting provided to each member of the Mission Utah Board at least thirty days in advance. In the event proper notice was not given, a two-thirds vote of Mission Utah Board members attending such meeting is required to alter, amend or repeal the Bylaws.

7.2. Alterations, amendments or deletions to the Bylaws will be forwarded to the Mission to North America Committee of Presbytery for review, and must be approved by the Presbytery if such changes are substantive to the prior form of Bylaws.

ARTICLE 8—LIFE OF MISSION UTAH

8.1. At any time Mission Utah by a two-thirds vote of the Board of Directors may recommend that Mission Utah be terminated. The Presbytery must approve the recommendation.

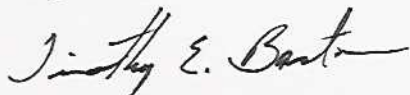
8.2. In the event of termination of Mission Utah, all money, property or other assets of Mission Utah remaining after payment of legal debts and obligations will be handled in one of the following ways:

8.2.A. If there is not a qualified nonprofit successor to Mission Utah, all remaining funds will be transferred to the Presbytery with oversight.

8.2.B. If there is a qualified nonprofit successor to Mission Utah, all remaining donated funds will be transferred to the successor organization to Mission Utah.

RESOLVED effective the 5th day of August, 2008.

Signatories:



Timothy Barton, Jordan Presbyterian Church



Alan Clark, Hidden Valley Presbyterian Church



Richard Proffer, Grace Presbyterian Church



Sara Wheatley, New Song Presbyterian Church

Todd Lunsford, Park City Presbyterian Church