

**SYNOD OF THE NORTHEAST
PRESBYTERIAN CHURCH (U.S.A.)
SYNOD BYLAWS (Revised)**

1.000 PREAMBLE
..... 1
1.100 DEFINITIONS
..... 2
2.000 SYNOD ASSEMBLY
..... 3
2.400 MEETINGS
..... 3
2.500 OFFICERS
..... 5
3.000 MISSION AND MINISTRIES COMMISSION
..... 6
3.500 MISSION AND MINISTRIES COMMISSION LEADERSHIP TEAM
..... 7
4.000 BOARD OF TRUSTEES
..... 8
5.000 PERMANENT JUDICIAL COMMISSION
..... 10
6.000 INCORPORATION PROVISIONS
..... 10
7.000 INDEMNIFICATION
..... 11
8.000 AMENDMENTS
..... 11
APPENDIX "A" – CERTIFICATE OF CONSOLIDATION 12

1.000 PREAMBLE

1.001 Definition: The Synod of the Northeast of the Presbyterian Church (U.S.A.) includes all ministries and particular churches of the Presbyterian Church (U.S.A.) located within the boundaries of the presbyteries in the states of Connecticut, Massachusetts, Maine, New Hampshire, New Jersey, New York, Rhode Island and Vermont. The Synod of the Northeast, meeting as the Synod Assembly, is an ecclesiastical council consisting of presbyters and advisory delegates of the Presbyterian Church (U.S.A.) elected from and by the presbyteries of said Church

which are within its bounds.

1.002 Rules: The Synod of the Northeast is governed by the Constitution of the Presbyterian Church (U.S.A.), these Bylaws, the Synod Standing Rules, the Manual of Administrative Operations, and the most recent edition of Robert's Rules of Order with precedence granted in the order listed here.

1.003 Principle of Shared Mission: A basic principle of organizing the mission of the Synod of the Northeast is that, as described in the Constitution of the Presbyterian Church (U.S.A.), Presbyterians are united by the nature of the church and share with one another responsibilities, rights, and powers as provided in the Constitution. The Synod and all other councils are distinct, but have such mutual relations that the act of one of them is the act of the whole church performed by it through the appropriate council. The larger part of the church, or a representation thereof, shall govern the smaller.

1.100 DEFINITIONS

1.101 Presbytery: one of the regional councils of the Presbyterian Church (U.S.A.) within the boundaries of the Synod of the Northeast.

1.102 Presbyter: an individual who is ordained as a Teaching Elder or Ruling Elder by the Presbyterian Church (U.S.A.), whose membership or ministry is within the bounds of the Synod. The alternate term for Teaching Elder is Minister of the Word and Sacrament.

1.103 Active Church Member: an individual who is an active member of a congregation within the bounds of the Synod.

1.104 Member at Large: a presbyter from within the bounds of the Synod.

1.105 Young Adult Advisory Delegates: a presbyter or active church member from within the bounds of the Synod who is between the ages of 17 and 22 years.

1.106 Synod-Wide Mission: a mission project of the Synod approved by the Synod Assembly.

1.107 Synod Mission and Ministries Commission: a permanent commission elected by the Synod to carry out certain aspects of the Synod's business, as defined in the Standing Rules, between meetings of the Synod Assembly.

1.108 Leadership Team: consists of the Moderator, the Moderator-elect who serves as Vice-President of the Corporation, the Immediate past Moderator who is still a presbyter belonging to a presbytery or congregation within the bounds of the Synod, the Stated Clerk, the Treasurer, and the Synod Leader, who together carry out certain aspects of the Synod's business, as defined in the Standing Rules, between meetings of the Synod Assembly.

2.000 SYNOD ASSEMBLY

2.100 Membership

2.101 Commissioners: The Synod Assembly shall consist of two teaching elders, two ruling elders, and one Young Adult Advisory Delegate (age 17-22) elected as Commissioners by each presbytery within the bounds of the Synod. Teaching and Ruling Elders have voice and vote. Young Adult Advisory Delegates have voice but not vote. Their term shall be two years, commencing at their first Assembly meeting and continuing for all Stated and Called meetings until their successor's first meeting.

2.102 Alternate Commissioners: Each presbytery shall also elect one presbyter to serve as alternate commissioner~~s~~. The alternate commissioner shall serve when a commissioner is unable to attend a particular Synod Assembly meeting, and may complete the unexpired term of the Commissioner when so designated by the presbytery.

2.200 Unexpired Terms: In the event that commissioners' or alternates' terms conclude prematurely, their presbytery shall elect someone to fill the remainder of the unexpired term.

2.300 Conduct of Elections: The Synod Standing Rules shall govern the conduct of elections.

2.301 Eligibility for Re-Election: Members of the Synod Assembly are eligible for re-election at their presbyteries' discretion, for not more than three consecutive terms for a total of six years.

2.400 MEETINGS

2.401 Notice of Synod Assembly Meetings: Notice of all Stated Meetings of the Synod Assembly, including a tentative agenda, shall be given in writing to all

commissioners, alternates, delegates and corresponding members not fewer than thirty (30) days prior to each meeting.

2.402 Stated Meeting: The Synod Assembly shall meet once every two years at a time and place chosen by the Synod's Mission and Ministries Commission, not fewer than 120 days following the designation of a time and place. This meeting is intended to provide for the review of the work of the Synod Mission and Ministries Commission, the election of Synod officers, the election of all Synod bodies required by the Constitution of the Presbyterian Church (U.S.A.), the amending of these Bylaws and the Standing Rules, other business required by the General Assembly or by the Constitution of the Presbyterian Church (U.S.A.) and other business the Synod Assembly chooses to pursue.

2.403 Special Meeting: The Synod Moderator, at the request of or with concurrence of the Synod Mission and Ministries Commission or at least ten Teaching Elders and ten Ruling Elders representing at least three presbyteries, may call a Special Meeting. The call shall include the purpose of the meeting and no additional business may be transacted.

2.404 Quorum: The quorum of any Synod Assembly meeting shall be at least one-third of the Assembly's members representing at least one-third of the presbyteries.

2.405 Meetings solely by means of remote communication: Any meeting of the Synod Assembly, the Board of Trustees, the Mission and Ministries Commission and other committees of the Synod may be conducted solely by means of remote communication through which all of the members may participate in the meeting, if the same notice of meeting is given as provided in these Bylaws, if the number of members participating is sufficient to constitute a quorum at the meeting. Participation in a meeting by that means constitutes presence at the meeting. Such meetings will also be subject to any procedural rules for those meetings as are approved from time to time by the Synod.

2.406 Participation in meetings by means of remote communication: A member may participate in a meeting of the Synod Assembly, the Board of Trustees, the Mission and Ministries Commission, and other committees and commissions of the Synod by such means of remote communication, in each case through which that member, other members so participating and all members physically present at the meeting may participate with each other during the meeting. Participation in a meeting by that means constitutes presence at the meeting.

2.500 OFFICERS

2.501 Moderator: The Synod Assembly shall elect a Moderator for a term of two years or until such time as a successor is elected. He or she shall be a Teaching Elder or a Ruling Elder and shall serve as a member of the Synod Mission and Ministries Commission. The Moderator shall possess the authority necessary for preserving order and for conducting efficiently the business of the Synod Assembly. He or she shall convene and adjourn the Assembly in accordance with its own action and shall perform all other duties specified for moderators of councils in the Constitution of the Presbyterian Church (U.S.A.) and in the most recent edition of Robert's Rules of Order, Newly Revised.

2.502 Moderator-Elect: The Synod Assembly shall elect a Teaching Elder or Ruling Elder as Moderator-Elect for a term of two years or until such time as a successor is elected. The Moderator-Elect shall serve as Vice-President of the Corporation and a member of the Synod Mission and Ministries Commission. The Moderator-Elect shall be installed as Moderator at the following Stated Meeting of the Synod Assembly and shall serve until the installation of his/her successor. If a Moderator is unable to complete his or her term, the Moderator-Elect shall complete the term and subsequently serve the term of his or her original election. If the Moderator-Elect is unable to complete his/her full term, the Synod Mission and Ministries Commission shall name a Moderator-Elect to fill the position until the next Stated Meeting of the Synod Assembly.

2.503 Immediate Past Moderator: The immediate Past Moderator of the Synod Assembly shall serve as Moderator of the Synod Mission and Ministries Commission and President of the Corporation. If the immediate Past Moderator is unable to fulfill the term of office, or is no longer a member of a presbytery or congregation within the bounds of the Synod, the Moderator-Elect shall serve in this capacity. If the Moderator-Elect is not available to serve, the Mission and Ministries Commission shall elect its own Moderator.

2.504 Additional Moderatorial Duties: The Moderator, Moderator-Elect, and immediate Past Moderator may have additional duties assigned by these Bylaws, the Standing Rules, the Synod Assembly, or the Synod Mission and Ministries Commission.

2.600 STATED CLERK

2.601 Stated Clerk: The Assembly shall elect a Stated Clerk for a term of four years

or until such time as a successor is elected. The Stated Clerk must be a presbyter, is eligible for reelection, and shall ordinarily assume office at the beginning of the next calendar year unless the Synod Assembly directs otherwise.

2.602 Election: The Stated Clerk shall be elected by a process specified in the Synod's Standing Rules.

2.603 Duties: The duties of the Stated Clerk shall be those prescribed by the Constitution of the Presbyterian Church (U.S.A.), the Synod Bylaws and Standing Rules, the Synod's Manual of Administrative Operations, the position description, Robert's Rules of Order concerning the position of Secretary, and such other duties as may be assigned by the Synod Assembly or the Synod Mission and Ministries Commission. The Synod Stated Clerk shall also serve as the Synod parliamentarian or shall arrange for such services to be provided.

2.604 Incomplete Term: If the Synod Stated Clerk is unable to complete his/her full term, the Synod Mission and Ministries Commission shall name an Acting Stated Clerk to fill the position until the next Stated Meeting of the Synod Assembly.

2.605 Temporary Absence or Disability: In the event that the Synod Stated Clerk is unable to fulfill his/her duties due to temporary absence or disability, the Synod Assembly if meeting, or the Synod Mission and Ministries Commission if the Assembly is not meeting, shall appoint an Acting Stated Clerk who shall serve until the Stated Clerk re-assumes the duties of office or relinquishes the office or the Stated Clerk's term ends. The Synod Assembly may elect an Assistant Stated Clerk who will be available to fulfill the Clerk's duties in such circumstances.

2.700 TREASURER

2.701 Treasurer: The Treasurer of the Synod shall be a presbyter from within the bounds of the Synod. The Treasurer shall be elected by the Synod Assembly, upon nomination by the Leadership Team, for a term of four years, shall be eligible for reelection to one additional term for a total of eight years, and shall ordinarily assume office at the beginning of the next calendar year unless the Synod Assembly directs otherwise.

2.702 Duties: The Treasurer shall have fiduciary responsibility for all funds and securities of the Synod. Through the finance office of the Synod, the Treasurer shall ensure full and accurate accounts of all funds and securities for inspection at any time by the Synod Mission and Ministries Commission, the Synod Assembly, Synod

officers, the Synod Leader and any auditing firm contracted by the Synod Mission and Ministries Commission. The Treasurer of the Synod shall be the Treasurer of the Corporation.

2.703 Incomplete Term: If the Synod Treasurer is unable to complete his/her full term, the Synod Mission and Ministries Commission may name an Acting Treasurer to fill the position until the next Stated Meeting of the Synod Assembly.

2.800 SYNOD LEADER

2.801 Synod Leader: The Assembly shall elect a Synod Leader for a term of four years or until such time as a successor is elected. The Synod Leader is eligible for reelection, and shall ordinarily assume office at the beginning of the next calendar year unless the Synod Assembly directs otherwise.

2.802 Election: The Synod Leader shall be elected by the Synod Assembly by a process specified in the standing rules.

2.803 Duties: The Synod Leader shall strengthen relationships of trust and mutual understanding among presbyteries, congregations and leadership across the Synod; provide leadership for developing and implementing plans for the future of the Synod; and facilitate an ever-deepening sense of community as the Synod faithfully lives into its strategic values, mission and vision.

2.804 Temporary Synod Leader: In the event of a temporary or permanent vacancy of the position designated as Synod Leader, the Stated Clerk shall act as Synod Leader until the Synod Mission and Ministries Commission has had an opportunity to name an interim Synod Leader or the Synod Assembly is able to elect a replacement.

3.000 MISSION AND MINISTRIES COMMISSION

3.100 Synod Mission and Ministries Commission is responsible for planning, oversight and governance responsibilities, allowing the Synod Assembly to focus solely on those responsibilities required by the Book of Order and these Bylaws. In accordance with the Book of Order, the Mission and Ministries Commission may create committees or Administrative Commissions on behalf of the Synod Assembly between Stated Meetings of the Assembly as required, with these Administrative Commissions reporting to the next Stated Meeting of the Synod Assembly.

3.200 Membership: The membership of the Synod Mission and Ministries Commission shall consist of one member of each presbytery as well as others, as described in the Standing Rules. Members of the Synod Mission and Ministries Commission are eligible for re-election for not more than three consecutive two-year terms.

3.300 Synod Officers and Staff: The Moderator, Moderator-elect, immediate Past Moderator, Stated Clerk, Treasurer and such Synod staff members as may be specified in the Standing Rules are members of the Mission and Ministries Commission with voice and vote.

3.400 Quorum: The quorum for the Synod Mission and Ministries Commission is one-third of the voting members, representing at least one-third of the presbyteries. The quorum for subcommittees is one-third of the voting members of the committee, unless otherwise specified.

3.500 MISSION AND MINISTRIES COMMISSION LEADERSHIP TEAM

3.501 Membership: The Leadership Team shall be composed of The Moderator, the Moderator-Elect, the immediate Past Moderator, the Treasurer, the Stated Clerk and the Synod Leader.

3.502 Assignment of Working Group Members: The Leadership Team, functioning as a nominating committee, shall assign Mission and Ministries Commission members to working groups.

4.000 BOARD OF TRUSTEES

4.100 The Board of Trustees of the Corporation shall be comprised of the members of the Synod Mission and Ministries Commission who are at least 18 years of age.

4.200 Responsibilities: Exercise power to acquire, purchase, receive and have and hold and take by devise, bequest or gift without limitation, real, personal, mixed or any other type of property of the Synod, and to invest, reinvest, sell, lease, mortgage, grant or otherwise deal in and dispose of all such property, as well as any additional functions required by applicable state law;

4.201 Receive, administer, and dispose of all property, whether real or personal or mixed, in accordance with the directions given it by the Synod Assembly or Synod Mission and Ministries Commission in accordance with any restrictions or designations imposed by the donor;

4.202 Have responsibility for the investment of all funds committed to it by the Synod Assembly or by the donors, as the Board in its joint discretion shall deem satisfactory and in accordance with the policies of the Synod, although the same may not be of the character permitted for trustees' investments by the ordinary rules of law; and further, the members of the Board of Trustees shall not suffer any personal liability whatsoever, either jointly or separately, by reason of such investments, except in cases of gross negligence or malfeasance;

4.203 Be accountable to the Synod Assembly for property, audit review, investments and fiscal operation in accord with the general directions of the Synod Assembly.

4.300 Chair of the Board of Trustees: The Moderator of the Mission and Ministries Commission (ordinarily the immediate Past Moderator of the Synod Assembly) is the chair of the Board of Trustees as well as the President of the Corporation.

4.400 Moderator-Elect and Trustees: The Moderator-Elect shall serve as Vice-Chair of the Board of Trustees and Vice-President of the Corporation. The Moderator-Elect shall serve as chair if the Moderator is unavailable.

4.500 Synod Stated Clerk and Trustees: The Synod Stated Clerk is a member of the Board of Trustees, ex-officio and with vote. The Stated Clerk serves as the Secretary of the Corporation.

4.600 Synod Treasurer and Trustees: The Synod Treasurer is a member of the Board of Trustees ex-officio and with vote, and serves as the Treasurer of the Corporation.

4.700 Synod Leader and Trustees: The Synod Leader is a member of the Board of Trustees ex-officio and without vote.

4.800 Quorum: The quorum for the Board of Trustees shall be one-third of all voting members.

4.900 Corporate Control: The Corporation of the Synod of the Northeast shall be subject to the laws of the State of New York and such laws of other states as may apply, to the Constitution of the Presbyterian Church (U.S.A.), and to the Bylaws of the Synod of the Northeast.

5.000 PERMANENT JUDICIAL COMMISSION

5.100 Responsibilities of Permanent Judicial Commission: The powers and duties of the Permanent Judicial Commission are set forth in the Rules of Discipline that are part of the Constitution.

5.200 Interpretation by Permanent Judicial Commission: In connection with judgments of the Synod's Permanent Judicial Commission, the Stated Clerk is solely responsible to interpret, where necessary, the specific meaning of all orders contained in the judgment, to secure reports of compliance from the councils subject to their orders, and to make full report thereon to the next ensuing Synod Assembly meeting. The Synod, if it deems such compliance inadequate, may make such further orders in the matter as it deems necessary to assure compliance, and may consult with the Permanent Judicial Commission before issuing such orders, if it so desires.

5.300 Membership of Permanent Judicial Commission: The Permanent Judicial Commission shall consist of twelve persons, including six Teaching Elders and six Ruling Elders, nominated by the Leadership Team and elected by the Synod Assembly for a six-year term in accordance with the provisions of the Rules of Discipline.

6.000 INCORPORATION PROVISIONS

6.100 Incorporation: The Synod is incorporated under the laws of the State of New York and under the provisions of a special act of the State Legislature dated May 30, 1974, ch. 610 Sessions Laws, State of New York legislature, Section 15-b of the New York State Religious Corporations Law.

6.200 Certificate of Consolidation: A copy of the Certificate of Consolidation of the Corporation known as the Synod of the Northeast of The United Presbyterian Church in the United States of America is appended hereto as Appendix A. The name of the corporation was changed to the Synod of the Northeast of the Presbyterian Church (U.S.A.).

6.300 Members of the Corporation: Voting members of the Corporation shall be the duly elected commissioners to Synod Assembly.

6.400 Origin: The Synod Assembly (or the Synod Mission and Ministries Commission acting between meetings of the Assembly) may cause to be created additional corporations for specific religious, charitable, or educational purposes, or it may enter into relationships with existing corporations for purposes of cooperation and/or

support, for a period of time determined by the Synod Assembly (or the Synod Mission and Ministries Commission until the next Stated Meeting of the Synod Assembly).

6.500 Articles of Incorporation, Rules and Bylaws: The articles of incorporation, rules and bylaws of such corporations shall require approval by the Synod Assembly (or the Synod Mission and Ministries Commission acting until the next Stated Meeting of the Synod Assembly), and copies of such articles, rules and bylaws shall be kept on file in the Synod office.

6.600 Amendments: Amendments to the articles of incorporation, rules and bylaws of such corporations shall require approval of the Synod Assembly (or the Synod Mission and Ministries Commission acting until the next Stated Meeting of the Synod Assembly).

6.700 Reports: Such corporations shall report at least annually to the Synod Mission and Ministries Commission and Synod Assembly.

7.000 INDEMNIFICATION

7.100 The Synod shall indemnify the members of the Synod Assembly, Synod commissions and committees, Board of Trustees, Synod officers, and staff against any judgments, fines, amounts in settlement and reasonable expenses, including attorneys' fees, incurred or paid by them by reason of any acts or omissions to act arising from service in the foregoing capacities, provided that no indemnification may be made to or on behalf of any such member or officer if a judgment or other final adjudication adverse to the member or officer establishes that the acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated or that he/she personally gained in fact a financial profit or other advantage to which he/she was not legally entitled.

7.200 The foregoing indemnification shall inure to the benefit of the heirs, executors and administrators of any such persons.

8.000 AMENDMENTS

8.100 Amendment of Bylaws: These Bylaws may be amended at any meeting of the Synod Assembly by a two-thirds majority of those present, provided that the proposed changes have been given in writing by the Stated Clerk to each commissioner at least thirty days prior to the meeting. Amendments to these Bylaws may be proposed by

the Synod Mission and Ministries Commission, a presbytery of the Synod, or by at least seven commissioners. These Bylaws may not be amended contrary to, nor so as not to include, the provisions of the Constitution of the Presbyterian Church (U.S.A.).

Historical Note: Initially adopted by the Synod of the Northeast, January 6, 1996, and as subsequently amended by the Synod Assembly. A major revision was approved by the Synod Assembly on [insert date].

APPENDIX "A" – CERTIFICATE OF CONSOLIDATION

APPENDIX "A" CERTIFICATE OF CONSOLIDATION

Certification of Consolidation of the Trustees of the Synod of New England of the United Presbyterian Church in the United States of America, the Trustees of the Synod of New Jersey, and the Synod of New York of the United Presbyterian Church in the United States of America, formerly known as the Synod of New York.

into

THE SYNOD OF THE NORTHEAST OF THE UNITED PRESBYTERIAN CHURCH IN THE UNITED STATES OF AMERICA

WHEREAS, the principal office of the consolidated corporation known as the Synod of the Northeast of the United Presbyterian Church in the United States of America (sometimes hereinafter referred to as the Synod of the Northeast) will be situated at 3049 East Genesee Street, in the City of Syracuse, County of Onondaga, State of New York, and the Certificate of Consolidation from said consolidated corporation will be filed and recorded in the Office of the Clerk of the County of Onondaga, New York, under the provision of Subdivision 8 of Section 15 (b) of the Religious Corporation Law of the State of New York, said Certificate of Consolidation shall set forth the following statements:

A. The Synod of New York of the United Presbyterian Church in the United States

of America was duly organized and incorporated as a religious corporation known as the Synod of New York by Special Law of the New York State Legislature being Chapter 340 of the Laws of 1884 as amended by Chapter 215 of the Laws of 1904 with ratification and confirmation of the appointment of and acts by the Trustees of the Synod of New York by Chapter 216 of the laws of 1904; the Trustees of the Synod of New England of the United Presbyterian Church in the United States of America was duly organized and incorporated as a religious corporation under the Laws of the State of Massachusetts by the filing of its Certificate of Incorporation with the Secretary of State of the Commonwealth of Massachusetts on July 7, 1960; and the Trustees of the Synod of New Jersey was duly organized and incorporated as a religious corporation under the Laws of the State of New Jersey by the filing of its Certificate of Church Incorporation in the Office of the Clerk of the Court of Common Pleas of the County of Essex, State of New Jersey, on December 26, 1882.

B. A certified copy of the Order of Consolidation under Section 15 (b) of the Religious Corporations Law made and entered on November 19, 1974, by the Onondaga County Supreme Court is attached hereto and made apart hereof, marked Exhibit "A".

C. The names of each constituent corporation herein are as follows: The Trustees of the Synod of New England of the United Presbyterian Church in the United States of America, the Trustees of the Synod of New Jersey, and the Synod of New York of the United Presbyterian Church in the United States of America. The Corporate name of the Synod of New York of the United Presbyterian Church in the United States of America was changed from that of the Synod of New York, under which it was originally incorporated in 1884, by the filing of a Certificate of Name Change in the Office of the Secretary of State of the State of New York on October 30, 1949. The Corporate name of the consolidated corporation created by filing herein is the Synod of the Northeast of the United Presbyterian Church in the United States of America.

The purpose for said consolidated corporation are as follows: To unite with all Christians in confessing Jesus Christ as Lord of the Church; to promote the "great ends of the Church" as defined in the Form of Government contained in the Book of Order of the United Presbyterian Church in the United States of America; and to carry out the "ordained functions of a Synod" as described in the Form of Government contained in said Book of Order with respect to the General Assembly of the United Presbyterian Church in the United States of America, other Synods of the United Presbyterian Church, presbyteries situated within the jurisdiction of said Synod of the Northeast, local churches and their officers, trustees, members, ministers and staff within its jurisdiction, the Constitution of the Church, and the program, mission and

ministry of said Synod of the Northeast and all of its component bodies and organs.

D. Attached hereto and made a part hereof, marked Exhibit "B" is a copy of the Bylaws of the Trustees of said Synod of the Northeast duly ratified and adopted by a unanimous vote of said Trustees on August 28, 1974, which contains a description of the officers and trustees including their number, classification and voting rights.

The members of the Synod of the Northeast who are called commissioners pursuant to Section 2 of the Bylaws of the Synod of the Northeast adopted on September 28, 1974, shall be elected annually by the presbyteries existing within the boundaries of the Synod according to the following formula: Each presbytery shall elect commissioners to the Synod on the basis of one (1) minister and one (1) elder for each five-thousand (5,000) ministerial and active church members or major fraction thereof (as recorded in the last published Statistics of the General Assembly of the United Presbyterian Church in the United States of America); provided that no presbytery shall be represented by fewer than three (3) ministers and three (3) ruling elders. Fair representation shall be given to both men and women, to young persons, and to persons from minority and ethnic groups. The Bylaws of the Synod and of the Trustees of said Synod will govern and control any changes or amendments made subsequent to the filing and recording of the Certificate of Consolidation herein with respect to the membership, officers, and trustees including their number, classification and voting rights, if any.

E. The Certificate of Consolidation herein contains all statements required to be included in a Certificate of incorporation for a Religious Corporation of the Presbyterian denomination as prescribed in the Religious Corporations Law and more specifically at Articles 1 and 4 therein, the facts necessary for those statements not included were unavailable at the time that the agreement of consolidation was adopted by the constituent corporations.

F. The effective date of the consolidation as described in the certificate herein will be January 1, 1975, or the date of filing of the Certificate of Consolidation with the Department of State of the State of New York, if subsequent to January 1, 1975.

By a Certificate of Amendment of the Certificate of Incorporation dated October 26, 1999, from the Division of Corporations and State Records of the New York State Department of State, the corporate name of the Synod of the Northeast was formally changed to "The Synod of the Northeast of the Presbyterian Church (U.S.A.)" reflecting the merger of the former Presbyterian Church (U.S.) And the United Presbyterian Church in the United States of America.

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION**

**THE SYNOD OF THE NORTHEAST
OF THE UNITED PRESBYTERIAN CHURCH
IN THE UNITED STATES OF AMERICA
under Section 803 of the Not-for-Profit Corporation Law**

WE, THE UNDERSIGNED, being, respectively, the Synod Executive and Synod Assistant Secretary of The Synod of the Northeast of the United Presbyterian Church in the United States of America.

1. The name of the corporation is: THE SYNOD OF THE NORTHEAST OF THE UNITED PRESBYTERIAN CHURCH IN THE UNITED STATES OF AMERICA.
2. The original Certificate of Incorporation was filed with the Department of State in 1884 under the name "Synod of New York." Pursuant to a Certificate of Name Change filed with the Department of State on October 30, 1949, the name of the corporation was changed to "Synod of New York of the Presbyterian Church in the United States of America." Pursuant to an Order of Consolidation under §15b of the Religious Corporation Law filed with the Department of State on December 18, 1974, the name of the corporation was changed to "The Synod of the Northeast of the United Presbyterian Church in the United States of America."
3. The corporation is a corporation as defined in Subparagraph (a)(5) of §102 of the Not for-Profit Corporation Law and is and shall remain a Type B corporation under §201 of said law.
4. The Certificate of Incorporation is hereby amended as authorized by §801 of the Not for-Profit Corporation Law as follows:

The name of the corporation is changed to:

THE SYNOD OF THE NORTHEAST OF THE PRESBYTERIAN CHURCH (U.S.A.)

5. The above amendment to the Certificate of Incorporation was authorized by a majority of the Commissioners of the Synod at a meeting of the Commissioners held on June 22-24, 1999 at which a quorum was present.
6. The Secretary of State shall be designated as an agent of the corporation upon whom

process against it may be served.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Amendment of the Certificate of Incorporation on this 12th day of October 1999.