

**DELIVERANCE CONCERNING CORPORATE STRUCTURE OF
CERTAIN AGENCIES OF THE GENERAL ASSEMBLY COUNCIL**

Whereas, Section G-13.0201d of the Form of Government of the Presbyterian Church (U.S.A.) provides that the General Assembly Council has the responsibility and power “to coordinate the work of the General Assembly agencies and bodies in light of [the church’s] mission directions, goals, and priorities . . .” (*Book of Order*, G-13.0201d); and

Whereas, Section G-13.0103h of the Form of Government of the Presbyterian Church (U.S.A.) provides that the General Assembly has the responsibility and power to establish and superintend the agencies . . . necessary for [the] work” (*Book of Order*, G-13.0103h) of the General Assembly; and

Whereas, the General Assembly Council, on the recommendation of its Shape and Form Task Force group in consultation with the Mission Priorities Committee of the General Assembly Council recommended to the 205th General Assembly (1993) a new design for the structure and operations of the corporate agencies of the General Assemblies of the reuniting churches, other than the Pension Corporation and the Fiduciary Corporation; and

Whereas, the 198th General Assembly (1986) of the Presbyterian Church (U.S.A.) enacted a deliverance, portions of which are inconsistent with the policy and structure recommended by the General Assembly Council to the 205th General Assembly (1993); and

Whereas, this 206th General Assembly (1994) intends to implement the recommendations of the General Assembly Council relating to the structure and operations of the corporate agencies of the General Assembly, other than the Pension Corporation and the Fiduciary Corporation, and to rescind all inconsistent enactments of the General Assemblies of the Presbyterian Church (U.S.A.); therefore, be it

Resolved, That the 206th General Assembly (1994) of the Presbyterian Church (U.S.A.) enact the following:

Presbyterian Church (U.S.A.), A Corporation

Section 1.

(a) *Governing Board*—Presbyterian Church (U.S.A.), A Corporation (previously known as Central Treasury Corporation) provide for its governance and subordination to the General Assembly Council of the Presbyterian Church (U.S.A.) (hereinafter sometimes referred to as the “General Assembly Council”) to substantially the following effect:

(1) the members of the board of directors of the Presbyterian Church (U.S.A.), A Corporation shall be selected and may be removed as follows:

(i) The members of the General Assembly Council of the Presbyterian Church (U.S.A.) shall, by virtue of their offices be directors of the corporation.

(ii) Other members of the board of directors of the Corporation may be elected or removed by the General Assembly Council. Such at-large members shall be elected by the General Assembly Council for four-year terms after consideration of the recommendations of the board of directors of the corporation, subject to confirmation by the General Assembly, and each person so elected shall be eligible to serve one additional term. A person elected to an unexpired term shall be eligible to serve only one additional four-year term.

(2) The persons from time to time serving as directors of the Presbyterian Church (U.S.A.), A Corporation shall, by virtue of their offices, be the directors or trustees of any treasury constituent corporations, as defined in the Presbyterian Church (U.S.A.), A Corporation bylaws.

(b) *Executives*—As provided by Form of Government, G-9.0703, of the *Book of Order* of the Presbyterian Church (U.S.A.), the board of directors of the Presbyterian Church (U.S.A.), A Corporation, with the concurrence of the General Assembly Council, shall elect a treasurer and may elect other executives, for a term of four years, subject to confirmation by the General Assembly. The treasurer and any other executives shall be eligible for reelection. The board of directors of the Presbyterian Church (U.S.A.), A Corporation shall cause the treasurer, who shall be the executive vice-president/chief financial officer of the Presbyterian Church (U.S.A.), A Corporation, to be accountable to the Executive Director of the General Assembly Council, or to such other person as may succeed to the functions of that position.

The Publishing Corporation
Amended by 217th General Assembly (2006)

Section 2.

(a) *Presbyterian Publishing Corporation established*—As of the close of business December 31, 1993, there was created as a separate corporate agency of the General Assembly a nonmember corporation known as the Presbyterian Publishing Corporation (the Publishing Corporation), which is and shall be an integrated auxiliary and a part of the Presbyterian Church (U.S.A.)

(b) *Corporate Charter*—The articles of incorporation of the Publishing Corporation provide for its governance and subordination to the General Assembly to substantially the following effect:

The management and disposition of the affairs and property of the corporation shall be vested in directors, who shall be selected from time to time by the General Assembly of the Presbyterian Church (U.S.A.) (“the General Assembly”), in such number, and for such terms, and who may include such a number of ex officio directors, who shall be selected in such a manner as the General Assembly may determine. The number of such directors may be increased or decreased at any time by the General Assembly, and in case of an increase, the additional directors shall be selected by or in the manner determined by the General Assembly. All the business and affairs of the said corporation shall be conducted by the directors under and subject to the direction of the General Assembly or of any officer or agency thereof thereunto duly authorized, so far as such direction shall be in accordance with the Constitution of the Presbyterian Church (U.S.A.), the laws of the Commonwealth of Kentucky and of the United States of America. No material change concerning this provision shall be made in these articles of incorporation without the prior approval of the General Assembly. The Board shall include directors with expertise in business management, finance, religious scholarship and theological education, law, publishing, and congregational pastoral expertise

(c) *Bylaws*—The bylaws of the Publishing Corporation shall not be amended concerning the confirmation of the President and Publisher or changing the constitution of the Board of Directors without the approval of the General Assembly of the Presbyterian Church (U.S.A.) or its delegate. The existing bylaws of the Publishing Corporation shall be amended to contain language to substantially the following effect:

The power to alter, amend, or repeal the bylaws or adopt new bylaws, subject to repeal or change by action of the Board of Directors, shall be vested in the Board of Directors. However, any amendments concerning the confirmation of the President and Publisher or changing the constitution of the Board of Directors shall not be amended or repealed without the approval of the General Assembly of the Presbyterian Church (U.S.A.) or its delegate. All other amendments or revisions will be reported to the next General Assembly of the Presbyterian Church (U.S.A.) or its delegate.

(d) *Financial Status*—On November 16, 1993, the *Publishing Corporation* was incorporated as a nonprofit organization under Chapter 273 of the Kentucky Revised Statutes. It has no claim on Presbyterian Mission Program Fund. It is responsible for any financial obligations it incurs and shall retain any surplus it generates.

(e) *Board of Directors*—The Publishing Corporation shall be governed by a board of directors of up to twelve voting members. The corporation’s chief executive officer (CEO), the Executive Director of the General Assembly Council, and the Stated Clerk of the General Assembly or their designee shall serve as ex-officio members without vote. The remaining directors shall be nominated by the General Assembly Nominating Committee and elected by the General Assembly for four-year terms up to a maximum of two terms. No director may serve more than two terms, full or partial. Classes shall be established so that under normal conditions no more than one-third of the board will be elected in the same year.

(f) *Functions*—The Publishing Corporation exists in order to fulfill the goals articulated in the Publishing Corporation Mission Statement as formulated by the board of directors and officially adopted by them on February 6, 2004.

**Deliverance Concerning Corporate Structure of
Certain Agencies of the General Assembly Council**

Building on the Reformed Tradition, the Presbyterian Publishing Corporation seeks to glorify God by contributing to the spiritual and intellectual vitality of Christ's Church. To that end, PPC publishes resources that advance religious scholarship, stimulate conversation about moral values, and inspire faithful living.

1. Publishing, promoting, and distributing Christian education resources consonant with Reformed tradition for use as congregational resources by the Presbyterian Church (U.S.A.),
2. Publish, produce, and market other materials as appropriate,
3. Publishing, marketing, and distributing books and similar materials under the trade name Westminster John Knox Press, Geneva press, or any other trade names adopted by the Corporation,
4. Distribute, under contract, other publications intended for use in the Presbyterian Church (U.S.A.), ecumenical audiences, and/or the general religious trade market, and
5. Engage in and conduct such business as may be permitted under the laws of the Commonwealth of Kentucky and the United States of America and not inconsistent with the directives of the General Assembly of the Presbyterian Church (U.S.A.).

(g) *Editorial Autonomy*—Editorial decisions are made by the staff of the Publishing Corporation in fulfillment of the goals expressed in the Mission Statement, in furtherance of the functional activities delineated in (f), and in accord with the values of intellectual inquiry and rigor regnant in Reformed tradition. The President and Publisher informs the board of directors on a regular basis about forthcoming titles. The Board holds the President and Publisher accountable for the quality, character, and balance of the Publishing Corporation's offerings.

(h) *Reporting*—The board of directors of the Publishing Corporation shall report to the General Assembly.

(i) *Executives*—As provided by the Form of Government, G-9.0703, of the *Book of Order* of the Presbyterian Church (U.S.A.), the board of directors of the Publishing Corporation shall elect a CEO, and may elect other executives, for a term of four years, and eligible for reelection. The CEO shall be subject to confirmation by the General Assembly of the Presbyterian Church (U.S.A.).

(j) *Copyright*—All agreements between the Publishing Corporation and the other entities of the Presbyterian Church (U.S.A.) shall expressly designate the Presbyterian Church (U.S.A.), A Corporation, the Publishing Corporation, or another specified corporate body of the Presbyterian Church (U.S.A.), the author or volume editor as owner of the copyright of the material published thereunder.

Rescission of Prior Inconsistent Action

Section 3.

All prior enactments inconsistent herewith, are hereby rescinded to the extent of such inconsistency.

Other Action

Section 4.

The Publishing Corporation, the Presbyterian Church (U.S.A.), A Corporation and any treasury constituent corporation, may take such other or further action as the board of directors or trustees of the involved corporation (with the approval of the General Assembly Council or any authorized committee thereof) may find to be necessary or desirable to carry into effect the purpose and intent of this deliverance and related enactments of the General Assembly.