

Unfinished Business

1. Implementation of the New Denominational Structure

Background

Annual Conference, in 1971, created a committee called The Review and Evaluation Committee, which was charged with periodically evaluating the structure and program of the denomination. Originally the committee was to review the work and structure of the General Board at five year intervals. When a new design for denominational programming was approved in 1997, the function of the Review and Evaluation Committee was expanded to review the activity of all of the denominational agencies, but on a 10-year cycle. A new committee was to be chosen in the fifth year of each decade with their report to be presented to Annual Conference in the seventh year.

The report of the 2007 Review and Evaluation Committee was received and approved by the 2007 Annual Conference meeting in Cleveland, Ohio, June 30-July 4. The report contained several recommendations and suggestions, with one major recommendation requiring further study and implementation. An Implementation Committee was chosen, to bring back their report to the 2008 Conference.

What follows is the text of the recommendation, approved by the 2007 Annual Conference, and the report of the Implementation Committee to be approved by the 2008 Annual Conference.

Recommendation

1) We recommend the merger of the General Board and the Association of Brethren Caregivers into one incorporated legal entity entitled "The Church of the Brethren." The board of directors (trustees) of the corporation would have responsibility to oversee the domestic and international ministries as the administrative and programmatic agency for the denomination. We also strongly encourage On Earth Peace to consider joining together with these two agencies through prayerful discussions with their board, executives, and the wider church as the agencies work toward unity.

The current articles of incorporation of the General Board have been amended previously to accommodate name changes. The General Board continues to be the only agency wholly owned by the delegates of the Annual Conference, holding for the denomination the corporate name, the 501(c)3 tax status and titles for all real estate, and it assumes legal liability for activities of the denomination, including Standing Committee and Annual Conference. We envision that the new incorporated board of directors (trustees) will replace the roles and functions of both the current General Board and the Annual Conference Council, uniting them into a single body.

The new structure will be responsible for the coordination of major church conferences on behalf of the denomination. It would be responsible for the employment of their staff and oversight of their work.

The General Secretary of The Church of the Brethren, would serve as the representative for the denomination with the ecumenical community, for example with the National Council of Churches Head of Communion meetings. When speaking on behalf of the denomination, the General Secretary would make statements in consultation with the moderator and other church leaders, as deemed appropriate.

All ministries would be funded through a core ministries budget (unified) unless the inherent nature of the ministry (Disaster Response, Brethren Press, etc.) generated resources to adequately support its activities, in which case it would be designated a “self-funded” ministry. Staffing for this structure would be primarily centralized except where the nature of the work assignment necessitated dispersed placement, such as Congregational Life Team staff and funding counselors.

Bethany Theological Seminary would continue in its current relationship to the broader church as the denominational seminary. Brethren Benefit Trust would continue to serve in its capacity to provide financial services to the church and its employees.

The duplication of resources expended for separate boards, separate finance, and fund-raising needs of each of these agencies has meant the draining of both financial and people resources within the denomination. The hope is that a simpler structure can empower local churches to maintain creative energy and resources and minimize the footprint that the agencies within the church impose on the local church’s mission and ministry. There has been some overlap within the area of witness between the agencies, and this proposal would enable a unified approach to share the message of the denomination.

We further recommend that a new committee be called to examine how such a merger can be implemented, taking into account the research and recommendations of this report.

Report of the Implementation Committee

The simplest description of our committee’s task was this: to find a way to combine two and possibly three church-wide agencies into one, while incorporating the functions of the Annual Conference Council. It was a task set before us by the actions of the 2007 Annual Conference, which had adopted the recommendation of the Review and Evaluations Committee to unite the General Board and the Association of Brethren

Caregivers into a new incorporated legal entity. We had been warned that any change to structure can be emotionally charged. However, the committee's recommendation comes to you as the result of extraordinary collaboration by the leadership of the agencies' executives, an effort that we believe was divinely inspired and foreshadows the nature of the new, united structure itself.

The committee was the beneficiary of some extensive preliminary discussions even before the first official meeting. Knowing this to be an issue that would benefit from frank, open discussions, the executives of the General Board, ABC and On Earth Peace scheduled their boards' executive committees to meet simultaneously at New Windsor in early August. There, a fruitful discussion about the nature of collaboration among the church agencies took place. It became clear that our church agencies were working together at a level unseen since the 1997 denominational redesign. Much of the credit for that cooperation, it was pointed out, stemmed from the collaborative management styles of the agency leaders, something that could not be guaranteed as staff changed in the future.

Among the questions that were discussed was whether On Earth Peace was interested in being incorporated into the new entity that was being created. During those discussions, as well as during a subsequent meeting of agency heads and board chairs in Elgin a month later, it became clear that the On Earth Peace board and constituency felt the church's peace witness could be better served by On Earth Peace working outside the new entity, as a sister program agency, but in close collaboration with it. With that decision having been made, the task was then to construct a legal entity that would allow the ministries of the General Board and the Association of Brethren Caregivers to continue to serve the Church of the Brethren, while also assigning the functions done for the last several years by the Annual Conference Council to various components of that entity. That proposed structure is known as Church of the Brethren Incorporated, doing business as the Church of the Brethren. The inclusion of the term "incorporated" or "Inc." will only be referenced in legal documents.

Most members of the Church of the Brethren will not experience significant change in the way this new structure serves the church. The organizational chart reflects some new terminology, but continues the major areas of responsibility and accountability that Brethren are used to seeing. First and foremost is the principle that Annual Conference, which technically is the annual meeting of the Church of the Brethren, Inc., continues to be the highest and final legislative authority of the denomination on all matters of procedure, program, polity, and discipline. The relationship between Annual Conference and both the Standing Committee and the Program and Arrangements Committee remains basically unchanged. Annual Conference will be the legal annual meeting of the Church of the Brethren, Inc. But as indicated on the chart, instead of Annual Conference decisions being assigned to the General Board and the Association of Brethren Caregivers, they will now be carried out by a 15-member Board of Directors. Similar to the current set-up, the board will call a General Secretary to direct the day-to-day work of administrative staff and program staff, and to be the chief ecumenical officer of the denomination.

Serving as a bridge between the Annual Conference meeting, and the program and administrative staff will be a new group being called the Leadership Team. This group would consist of the Annual Conference Moderator, the Moderator-elect, the Annual Conference Secretary, and the General Secretary, hired by the Board of Directors. Among their roles would be denominational envisioning, interpreting and delegating the actions of Annual Conference, as well as recommending changes to the corporate bylaws. The organizational flow chart that the committee shares illustrates the extensive program collaboration that we expect will occur between all of the agencies reportable and accountable to the Annual Conference. We expect that collaboration will continue and be expanded between staff members of Brethren Benefit Trust, On Earth Peace, Bethany Theological Seminary, and the program and administrative staff of the Church of the Brethren.

Some other notable elements of this new structure:

1. The executive director of On Earth Peace would be an ex officio member of the Board of Directors, in addition to ex officio members representing Bethany Theological Seminary and Brethren Benefit Trust.
2. Ten members of the Board of Directors would be elected by Annual Conference – two from each of the five areas of the church, and five members would be chosen by the board and affirmed by Annual Conference to fill specific needs determined by the board.
3. During the transition period, the board would be much larger, encompassing the current members of both the General Board and the ABC board, until, through attrition or resignation, the board can be reduced to 15 members.
4. Among the administrative staff would be an office of Conference Planning, which would arrange logistics and coordinate planning for all Church of the Brethren conferences, everything from Annual Conference to National Youth Conference to the National Older Adult Conference. Program staff would continue to plan the conference, while this office would arrange logistics.
5. Administrative staff would be coordinated by a Chief Operations Officer, who would oversee functions such as the treasurer, finance and accounting, buildings and grounds, human resources, funding and stewardship education, and the office of Conference Planning. Those services would be available to all church agencies on a contract basis.
6. Ministry and program staff, which would include such areas as deacon ministries, Brethren Press, service ministries, congregational life ministries, caring ministries, and global mission partnerships, would be coordinated by a Chief Program Officer. Both this position and the Chief Operations Officer would report to the General Secretary and, ultimately, the Board of Directors.

Rather than recreating an entirely new leadership concept, the committee has sought to take the best and most workable elements from the existing General Board and Association of Brethren Caregivers organizational structure and shape them into Articles of Incorporation and Bylaws that will serve the church with a minimum of disruption. The committee gratefully acknowledges the expertise of member Gary Crim in crafting these documents in a way that is faithful to Brethren ecclesiology as we have practiced it, but also acknowledges the demands of the legal world in which we live and must function. We offer these proposals as our best suggestion for the Church of the Brethren, as it seeks to be faithful to God and mindful of our obligation as stewards of that which God has entrusted us.

Proposed Bylaws

Church of the Brethren, Inc.

Draft 7.0 Approved by Committee
March 8, 2008

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Bylaws of the
Church of the Brethren, Inc.
(the “Corporation”)

ARTICLE ONE: Name, Offices and Defined Terms

Section 1. Name.

The name of the Corporation is Church of the Brethren, Inc.

Section 2. History of the Corporation—Predecessor Organizations.

The Corporation is organized in the State of Illinois under the General Not-For-Profit Corporation Act of the State of Illinois, 1986, as amended. The Corporation was organized originally on April 16, 1894, under the name of THE GENERAL MISSIONARY AND TRACT COMMITTEE OF THE GERMAN BAPTIST BRETHERN CHURCH. On June 23, 1908, the Corporation changed its name to GENERAL MISSION BOARD OF THE CHURCH OF THE BRETHERN. On March 4, 1947, the Corporation changed its name to GENERAL BROTHERHOOD BOARD CHURCH OF THE BRETHERN. On April 8, 1947, all previously incorporated agencies of the Church of the Brethren, THE GENERAL SUNDAY SCHOOL BOARD OF THE CHURCH OF THE BRETHERN, THE GENERAL EDUCATIONAL BOARD OF THE CHURCH OF THE BRETHERN, and the BRETHERN SERVICE COMMITTEE were merged into the General Brotherhood Board. On September 30, 1957, the House of the Church of the Brethren, the incorporated publishing house of the Church of the Brethren, was merged into the General Brotherhood Board. And on November 19, 1968, the Corporation changed its name to CHURCH OF THE BRETHERN GENERAL BOARD.

The ASSOCIATION OF BRETHERN CAREGIVERS was created in September 1991 by merging the BRETHERN HEALTH FOUNDATION and the BRETHERN HEALTH AND WELFARE ASSOCIATION, a voluntary unincorporated association. The BRETHERN HEALTH FOUNDATION was created on September 30, 1987, by merging the BETHANY HOSPITAL FOUNDATION and the BRETHERN HEALTH EDUCATION FOUNDATION, INC. BETHANY BRETHERN-GARFIELD PARK COMMUNITY HOSPITAL FOUNDATION was renamed BETHANY HOSPITAL FOUNDATION on May 25, 1979.

In 2008 the ASSOCIATION OF BRETHERN CAREGIVERS was merged into the CHURCH OF THE BRETHERN GENERAL BOARD and the name was changed to CHURCH OF THE BRETHERN, INC.

Section 3. Offices.

The Corporation shall continuously maintain in the state of Illinois a registered office and a registered agent whose business office is identical with the registered office and may have other offices within or without the state.

Section 4. Defined Terms.

1. "Board of Directors," "Board", and "Church of the Brethren Mission and Ministry Board" mean the Board of Directors of the Corporation.
2. "Congregation(s)" means the local church(es) of the Denomination recognized by the various District Conferences.
3. "Denomination" means the Church of the Brethren denomination.
4. "Directors" means the members of the Board.
5. "District" means a regional grouping of Congregations.

ARTICLE TWO: Members

Section 1. Classes of Members.

The Corporation shall have one class of members. The members of the Corporation are the Congregations of the Church of the Brethren.

Section 2. Voting Rights.

Delegates from each Congregation shall represent the members and shall be entitled to vote on such matters that are submitted to a vote of the members at the annual meeting. Each member shall be entitled to one delegate for the first 200 Active Members and one additional delegate for each additional 200 Active Members or fraction thereof of the Congregation.

Section 3. Membership in the Church of the Brethren

The Congregations shall have three classes of individual members:

A) ACTIVE MEMBERS

Active Members are persons who have been received into the Congregation by baptism, letter, or reaffirmation of faith, and who choose to continue their membership when the Congregation invites them to examine and renew the covenant relationship, thereby confirming their intention to fulfill the responsibilities of membership.

B) ASSOCIATE MEMBERS

1. Associate Members are persons who are temporary residents, such as students and winter residents, who participate in the life of a

- Congregation on a seasonal or short-term basis, and who continue to hold membership in another Congregation in the community of their permanent residence; or
2. Those persons who are former residents who moved to a new location in which there is no Church of the Brethren, and who wish to continue a relationship with the Brethren at the same time that they become members of another Christian community. Associate members are not eligible to serve as delegates to District or Annual Conferences.

C) SEPARATED MEMBERS

Separated Members are persons who were received into the Congregation as members, but who no longer participate in the Congregation's life or carry out the commitments expected of members, and who for three consecutive years fail to respond to invitations to reaffirm or renew their relationship with the Congregation.

ARTICLE THREE: Annual Conference

Section 1. Annual Meeting of Members.

An annual meeting of the members of the Corporation shall be held each year to elect the Board of Directors and to transact such other business as may properly come before the meeting. The Annual Conference for the Denomination shall include the annual meeting of the members of the Corporation.

Section 2. Special Meetings.

Special meetings of the members of the Corporation may be called either by the Board of Directors of the Corporation, or by not less than 40% of the members of the Corporation having voting rights, for the purpose(s) stated in the call of the meeting.

Section 3. Annual Conference—Introduction

Annual Conference is the highest and final legislative authority of the Denomination in all matters of procedure, program, polity, and discipline. The authority of Annual Conference has its source in the delegates elected by Congregations and Districts who come together as a deliberative body under the guidance of the Holy Spirit.

Annual Conference is the final source of appeal in adjusting difficulties and solving problems that arise in the Denomination. It serves as one of the major channels of information and interpretation of the mission and work of the Denomination. It provides an opportunity for face-to-face confrontation and discussion of major issues that are of vital concern to the Denomination. It serves as a means of building unity, fellowship, and

understanding among the Brethren, as laity and clergy, people of all ages, and urban and rural people seek to discover the mission of the Denomination in today's world.

The actions of Annual Conference are directives for the whole life of the Denomination, and implementation is assumed to take place within a reasonable span of time. This implementation does not depend on acts of enforcement by decree. Rather, education, consultation, and patience are characteristics of Brethren polity. Groups and individuals have channels of review when decisions of Annual Conference are questioned. It is important that there be mutual trust and shared responsibility between Congregational, District, and Denominational structures.

Section 4. Purpose

Annual Conference is held each year in order to deal with the issues confronting the Denomination and the world. Annual Conference is the annual meeting of the members of the Church of the Brethren, Inc.

The delegate body assembled in Conference is the ultimate legislative authority of the Denomination. It is composed of members of Standing Committee and the delegates from each Congregation. Annual Conference functions primarily as a deliberating legislative assembly, determining the polity and setting forth the primary courses of action and relationships in which the Denomination should be involved. All other agencies of the Denomination should assist the delegate body in the performance of that which it regards as the business of the Denomination.

Annual Conference is the highest authority of the Church of the Brethren in all matters of procedure, program, polity, and discipline.

The responsibilities of Annual Conference include the following:

- A) It elects Annual Conference Officers, the members of the Board of Directors, and the members of special committees authorized by the Annual Conference. These elections are made from nominations presented to the delegate body by Standing Committee.
- B) It reviews the work of the Denomination as presented to Annual Conference in the reports of the Board of Directors and other institutions of the Denomination.
- C) It projects the program of the Denomination, determining the new fields of endeavor, plans for advance, and all other necessary matters.
- D) It disposes of queries.
- E) It receives the reports of committees appointed to deal with specific problems in the life of the Denomination.

F) It determines what resolutions shall be the voice of the Church of the Brethren on the problems of the day.

Section 5. Schedule

Since Annual Conference involves all Districts and Congregations, it is held as close to the population concentrations of the Denomination as available facilities, volunteers, and potential attendees permit, rotating every 12 years to the following geographic areas.

Annual Conference will be held in the East and Midwest four times respectively in a 12 year period. The other years of the 12-year cycle, Annual Conference will be held in the Southeast once, the Northwest once, the Plains once, and the Southwest once, in years 3, 6, 9, and 12, respectively. The rotation would thus be:

- Year 1 East
- Year 2 Midwest
- Year 3 Southeast
- Year 4 East
- Year 5 Midwest
- Year 6 Northwest
- Year 7 East
- Year 8 Midwest
- Year 9 Plains
- Year 10 East
- Year 11 Midwest
- Year 12 Southwest

Section 6. Annual Conference Structures and Relationships

The voting body consists of two sets of delegates: those representing Congregations and those from the Districts who also serve as Standing Committee. All members of the Church of the Brethren who are present have full liberty to participate in the discussions, but only delegates vote.

Section 7. Standing Committee

Standing Committee is composed of the delegates elected at District Conferences and the immediate Past Moderator. Standing Committee has nominating, legislative, judicial, and envisioning responsibilities.

A) NOMINATING FUNCTIONS.

Standing Committee serves as the nominating committee for the Annual Conference.

Each Congregation is encouraged to send suggested names to the nominating committee of Standing Committee. For this purpose the personnel of the nominating committee and the list of vacancies should be publicized immediately fol-

lowing Annual Conference. The nominating committee of Standing Committee shall prepare a ballot early in the year. Standing Committee will submit the ballot, with biographical data, for each office for publication prior to Annual Conference (no later than May). A printed biographical ballot for Annual Conference shall be available for the first business session.

B) LEGISLATIVE FUNCTIONS.

Standing Committee studies all queries and items of new business and recommends answers to the delegate body.

C) JUDICIAL FUNCTIONS.

Standing Committee is the judicial body of the Church of the Brethren for decisions on discipline and controversy involving members, Congregations, Districts, and Denomination.

D) ENVISIONING FUNCTIONS.

Standing Committee is to involve itself in envisioning the church God is calling forth. During its meeting Standing Committee is to gather information from its members who listen to individuals, Congregations, and Districts, concerning new ideas, dreams, and visions for ministry. Standing Committee is to share the new ideas, dreams, and visions for ministry with the Board of Directors and with other appropriate agencies.

Section 8. *Membership of Standing Committee.*

Standing Committee shall have one representative for each District with 5,000 or fewer Active Members, and one additional representative for each additional 5,000 Active Members or fraction thereof.

Members of Standing Committee shall be elected by their respective Districts to serve a term of three years and are eligible for re-election to one additional term of three years following a full or partial term of service on Standing Committee. Former members will be ineligible to serve for a period of four years. Upon transfer to another District, Standing Committee members who have not served a term for three Annual Conferences will be replaced by the District they were originally chosen to represent. To them as well as their successors, the ineligibility rule will apply. The term of office for members of Standing Committee begins at the opening of Standing Committee meeting for the Annual Conference. The members shall serve until the opening of the next year's Annual Conference.

In Standing Committee as a whole, and in the Districts that send more than one Standing Committee delegate, the principle of staggering of terms shall be applied; the exact method of initiating and regulating this procedure shall be left to the Annual Conference Secretary.

When an alternate Standing Committee delegate takes the place of a regular delegate, the alternate shall continue to serve the remainder of the term in order to provide continuity.

Members also serve as a resource for interpreting Annual Conference concerns and actions in their Districts.

A) ELIGIBILITY

Any Active Member of a Congregation may serve the District on Standing Committee. A standing committee delegate must have been an Active Member of a Congregation in the District for one year. A Standing Committee delegate cannot be employed by or serve on the board of directors of Church of the Brethren, Inc., or of an agency reportable to Annual Conference under Article 3, Section 18, nor can a standing committee delegate be the executive/minister or associate executive/minister of a District.

In choosing Standing Committee delegates, Districts should give consideration to members of the District board and other people who are actively involved in the District program—including both ministers and lay people.

B) QUALIFICATIONS.

In selecting delegates, District Conference delegates are urged to consider the following items of the delegate's life:

Consecrated Christian living in home, church, and community.

Faithful service in the Congregation and the District.

Loyalty to the ideals and the program of the Church of the Brethren.

A working knowledge and understanding of the Church of the Brethren and its program of ministries.

Ability to exercise mature judgment in the solution of Denominational problems.

C) AUTHORIZATION

The Annual Conference officers shall establish a process to establish the credentials of Standing Committee delegates.

D) OPEN AND CLOSED SESSIONS

Sessions of Standing Committee shall be open except when dealing with personnel, judicial matters, and those issues on which Standing Committee would vote to have a closed session.

Section 9. *Delegates from the Congregation*

A) CHOICE OF DELEGATES

Congregations select their delegates. The Annual Conference officers will establish a process to establish the credentials of the Congregational delegates.

Congregations should seek ways to involve more lay people as delegates. To this end, it is suggested that when Congregations send two or more delegates, at least one of them should be from the laity. It is further urged that delegates be chosen on the basis of their qualifications rather than to effect a financial saving for the Congregation.

Congregations should always plan to send their pastors, although not necessarily as delegates.

B) TERM OF SERVICE

Delegates are elected to represent Congregations at Annual Conference.

Delegates may be elected by a Congregation for a one-or two-year term. It is recommended that Congregations use two-year terms for delegates. It is also recommended that delegates serve as ex officio members of the Congregational board from the time of their election through Annual Conference and six months following, in order to help interpret and implement official statements.

C) ELIGIBILITY

A Congregational delegate may be any Active Member of the Congregation. A Congregational delegate may be a minister not ordained or licensed by the Church of the Brethren but serving as pastor of a Congregation. A Congregational delegate cannot be employed by the Church of the Brethren, Inc., or of an agency reportable to Annual Conference under Article 3, Section 18, nor can a Congregational delegate be the executive/minister or associate executive/minister of a District.

D) QUALIFICATIONS

Congregational Moderators are personally responsible for seeing that the following qualifications are given careful consideration in the selection of delegates:

- Consecrated Christian living in home, church, and community.
- Faithful service in the Congregation and the District.
- Loyalty to the ideals and the program of the Denomination.
- A working knowledge and understanding of the total Denominational program.
- Ability to exercise mature judgment in the solution of Denominational problems.
- Reading of Denominational literature.
- Knowledge of past decisions of the Denomination gained by reading of minutes and reports and a continual study of current business.
- Attendance at Denominational and interdenominational conferences outside the Congregations.

E) CREDENTIALS

Authorization cards for delegates from Congregations shall be sent, along with other literature from the Church of the Brethren General Offices, to each pastor of each Congregation in order that delegates may be preregistered.

Proper identification and seating of the delegates shall be arranged by such provisions as special badges, a recognition ceremony, and special seating areas.

F) PREPARATION OF DELEGATES

In the Congregation

- Delegates, upon election, should be consecrated for their important tasks by a spiritual commissioning service in the Congregation.
- They shall be preregistered with the Annual Conference office; and a registration fee shall be paid to cover the providing of an Annual Conference Booklet and other Annual Conference expenses. The Annual Conference Booklet is mailed to each preregistered delegate for use in preparing for Annual Conference.

At Annual Conference

- Delegates shall be present by the beginning of Annual Conference to confirm their registration and be ready to go into session. It is extremely important that they attend all business sessions and participate fully in the deliberations.
- Spiritual preparation. A service of special spiritual preparation for the tasks of the delegate body is planned and carried through for Standing Committee, Congregational delegates, and others at the beginning of the first general session.

Section 10. Annual Conference Officers

The Annual Conference Officers include the Moderator, the Moderator-elect, and the Annual Conference Secretary.

The Annual Conference Officers shall list queries for consideration by Annual Conference that in their judgment have fulfilled the preliminary steps. They shall have the responsibility of informing the Congregations and delegates prior to Annual Conference of the items of business that will come before the Annual Conference. They shall study the Annual Conference business and allocate the amount of time for each item. They shall set the orders of the day for business sessions, but these may be adjusted by action of the delegate body if need arises. The Annual Conference Officers shall appoint messengers, tellers, the timekeeper, and other people as needed for implementing the Annual Conference business. No ratification of these appointments is needed. The officers shall appoint such committees as are not provided for otherwise.

A) THE MODERATOR AND MODERATOR-ELECT.

1. *Term of service*

The Moderator serves three years, serving one year in three successive offices.

- Moderator-elect. The Moderator is elected one year in advance of beginning a year of service. The Moderator-elect serves as a voting member of Standing Committee. The Moderator-elect serves as Moderator when the Moderator is unable to perform the duties of Moderator.
- Moderator. The Moderator-elect becomes Moderator at the close of the Annual Conference a year following election and continues in that office until the following Annual Conference.
- Past Moderator. The Moderator becomes the Past Moderator after serving one year as Moderator, concluding with the Annual Conference. The Past Moderator serves as a voting member of Standing Committee for one year.

2. *Eligibility*

Any Active Member of the Church of the Brethren may serve as Moderator. During the three years of service, a Moderator cannot be employed by or serve on the board of directors of Church of the Brethren, Inc., or of an agency reportable to Annual Conference under Article 3, Section 18.

3. *Duties*

- To preside over all sessions of Standing Committee and of Annual Conference, and to act as the official representative of the Denomination. The Moderator may appoint a parliamentarian.
- To contact or attend District and other Brethren conferences.
- To serve ex officio as a member of the Board of Directors in a consultative, non-voting capacity.
- To represent the Denomination at strategic interchurch conferences.
- To serve as the chairperson of the Annual Conference Program and Arrangements Committee.
- To give a “state of the church” address at Annual Conference.

B) THE ANNUAL CONFERENCE SECRETARY

1. *Qualifications and Tenure*

Any Active Member of the Church who has the qualifications required for the duties of Secretary is eligible for election to this office. The secretary is elected for a term of five years and is subject to tenure of two terms. During the five years of service, the Secretary cannot be employed by or serve on the board of

directors of Church of the Brethren, Inc., or of an agency reportable to Annual Conference under Article 3, Section 18.

2. *Duties*

The Secretary shall record the minutes of Standing Committee and of Annual Conference and shall publish the Annual Conference minutes. The Secretary shall serve as a member of the Annual Conference Program and Arrangements Committee.

The Secretary shall keep the minutes of the Board of Directors, see that all notices are given according to these Bylaws or as required by law; have custody of the corporate records; keep a register of the post-office addresses of each member; in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned the Annual Conference officers or the Board of Directors.

3. *Assistant Secretary*

The Secretary may appoint such assistant secretaries as necessary.

Section 11. The Program and Arrangements Committee

The Program and Arrangements Committee is responsible for arrangements, location, and operation of the Annual Conference. The Program and Arrangements Committee has the responsibility to plan the Annual Conference program, taking account of the work of the Denomination both at home and abroad as administered by the agencies of Annual Conference.

A) **MEMBERSHIP**

The Program and Arrangements Committee shall include the Annual Conference Moderator, the Moderator-elect, the Annual Conference Secretary, the Treasurer and three members-at-large. The at-large members are elected by Annual Conference for staggered terms of three years each and are not eligible to succeed themselves.

B) **DUTIES**

The Program and Arrangements Committee shall:

- Plan the program and arrangements for Annual Conference.
- Administer the policies guiding Annual Conference on-site activities and recommend policy changes to the Leadership Team.
- Prepare an annual budget for Annual Conference, including recommended delegate and exhibit fees and District assessments.
- Secure the locations and set dates for future Annual Conferences.

C) MEETINGS

In order to carry out its functions, the Program and Arrangements Committee holds regularly scheduled meetings each year.

D) APPEALS

Appeals from decisions by Program and Arrangements shall be reviewed by the Leadership Team and then decided by Standing Committee if necessary.

Section 12. Ecumenical Relationships

A) COMMITTEE ON INTERCHURCH RELATIONS

A Committee on Interchurch Relations shall be jointly constituted by the delegates at Annual Conference and by the Board of Directors. This follows a pattern similar to our existing policy of naming representatives to the National Council of Churches and to the World Council of Churches. The Committee on Interchurch Relations is to carry forward current conversations and such other activities with other communions as will further the purpose of mutual understanding and the exploration of the question of church union. Competence, balance of viewpoint, and continuity for effective service are important values in the makeup of the committee.

1. *Membership*

Three members will be appointed by the Board. They may be Directors, staff personnel, or other individuals. Three members of the committee will be elected from the Denomination at-large by Annual Conference upon nomination of Standing Committee. The General Secretary will be an ex officio member without vote. Whenever a member of the Church of the Brethren is a member of the Faith and Order Commission of the World Council of Churches, that person becomes an ex officio member of the Committee on Interchurch Relations.

2. *Term.*

The tenure of the appointed and elected committee members shall be three years with the possibility of serving for a second term.

3. *Responsibilities.*

The committee is responsible both to the Annual Conference and to the Board of Directors. There will be regular reporting to Annual Conference and to the Board regarding the ongoing activities of the committee. In case of a specific proposal for union of the Church of the Brethren with one or more Christian groups, the committee has the freedom to approach Annual Conference directly.

The full membership of the Committee on Interchurch Relations shall be recorded in the Annual Conference minutes.

B) ROLE OF THE BOARD OF DIRECTORS REGARDING THE COMMITTEE ON INTERCHURCH RELATIONS

The Board of Directors shall give careful attention to basic coordination and integration of ecumenical concerns in the normal course of the Board's work.

The Board shall assign other ecumenical concerns, especially efforts to further local cooperation to ongoing program areas as integral aspects of these efforts, using all the reliable channels of communication and implementation such as:

- counseling with Districts and Congregations on their relationships to councils of churches;
- ecumenical education;
- interchurch involvements of designated program areas on behalf of cooperative ministries;
- coordination by the General Secretary of all ecumenical staff relationships;
- Faith and Order studies and relationships to be related to the Committee on Interchurch Relations or the appropriate units, according to their nature.

The General Secretary represents the Church of the Brethren ecumenically in positions customarily served by Denominational executive staff. To enable the Moderator to fill his or her role, the General Secretary will seek opportunities in ecumenical circles for the Moderator to give strategic visibility to Annual Conference as the highest authority of the Church of the Brethren. In some circumstances (i.e., the visits of heads of state, major media events, and ceremonial functions), the Moderator will represent the Denomination.

C) NATIONAL AND WORLD COUNCILS OF CHURCHES.

Representation of the Church of the Brethren to the National and World Councils of Churches shall continue according to present Annual Conference policy. Current policy for representation calls for half the representatives to be appointed by Standing Committee and half by the Board of Directors.

For the National Council of Churches, Standing Committee nominates half (three) of the representatives, including a representative of the conciliar movement; and the Board of Directors nominates half, including the General Secretary, who, by National Council and Annual Conference action, serves by virtue of the office. Terms of office are for four years, and attendance at NCCC General Board meetings is assumed for all delegates, with expenses shared equally between the Annual Conference and the Board of Directors.

For the World Council of Churches, Standing Committee nominates one person, and the General Secretary serves as the Board's representative. Representatives to the World Council of Churches are to be appointed about midpoint between successive Council Assemblies, which follow a six- to seven-year Assembly schedule. Newly appointed representatives will thus have opportunity (for at least three years) to join with other delegates in preparing for the Assembly in which they serve as official delegates.

The General Secretary represents the Church of the Brethren ecumenically. The General Secretary will seek opportunities in ecumenical circles for the Moderator to give strategic visibility to Annual Conference as the highest authority of the Church of the Brethren. In some circumstances (i.e., the visits of heads of state, major media events, and ceremonial functions), the Moderator will represent the Denomination.

D) CHRISTIAN CHURCHES TOGETHER IN THE USA

The General Secretary and the Moderator shall attend that Annual Meeting of the Christian Churches Together in the USA as representatives of the Church of the Brethren. If either are unable to attend, then other persons shall be designated by the General Secretary.

Section 13. Associated Relationship with Another Denomination

The Church of the Brethren may wish to extend to another autonomous national church body an invitation to establish an “associated relationship,” not as a merger of the two bodies or a form of union, but as a means of developing closer fellowship and cooperation and expanding existing relationships at various levels of church life. (Such an associated relationship with the American Baptist Churches USA was approved by Annual Conference in 1972.) Following are the guiding principles on which an associated relationship may be based:

- It is a voluntary relationship of autonomous national denominational bodies, which acknowledges a mutual desire to be in close Christian fellowship and to witness together and cooperate in missions together wherever feasible.
- It provides a bridge across which associated organizations can move freely in various forms of cooperation at all levels without losing identity as autonomous bodies.
- It provides a means by which congregations of each organization may enter into fellowship and cooperative endeavor without relinquishing membership in and responsibility to their respective parent bodies.
- It enables the program agencies of each associated organization to engage in joint projects, which may require joint funding and sharing of personnel.

There should be a periodic review of this relationship by the Committee on Interchurch Relations along with representatives of the other party in any such associated relationship.

Section 14. Referendum on Merger

As the highest legislative authority in the Denomination, Annual Conference may supplement its deliberations and actions by encouraging still broader involvement of the larger church in reaching given decisions. Church merger is the kind of exceptional case where such shared responsibility is essential. Any merger proposal should be referred to District conferences for ratification within a specified time. Ratification shall require a

two-thirds majority of the total accumulated votes cast at all District conferences. This procedure is fully in keeping with our form of Denominational government. It is a legitimate extension of Annual Conference authority. It ensures District participation. At the same time, it offers additional opportunity for the Congregation to express its views.

In order to provide a uniform plan of representation at District conferences where a proposal on merger is to be voted upon, the latest Annual Conference formula for District conference delegate representation shall be required. To deal adequately with the proposal, it is suggested that special District conferences be called.

Section 15. Review and Evaluation Committee

The Review and Evaluation Committee will be elected every 10 years, with the election occurring in the fifth year of each decade and the final report of the committee to Annual Conference in the seventh year of the decade.

A) THE REVIEW AND EVALUATION TASK

1. A study of the existing organization and structure of the Denomination and their effectiveness for accomplishing the goals and purpose of the Denomination.
2. A study of thoroughness and comprehension of Denominational program to include the total Denominational structure and programs of the Church of the Brethren, Inc., and On Earth Peace Assembly.
3. A consideration of the balance and unity of Denominational witness and ministry as directed and implemented by Annual Conference agencies.
4. An evaluation of the collaboration, collegiality and cooperation between Annual Conference agencies and the goals and programming of the Districts.
5. An assessment of the interest and involvement of the general membership of the Church of the Brethren in Denominational programs and missions.
6. The study of other matters of current relevance to the physical and spiritual effectiveness of the Denomination.

B) RECOMMENDATION.

The committee shall make no recommendations that violate agency Bylaws. The committee shall develop the criteria for conducting its study.

C) TOOLS, METHODS, AND PROCEDURES.

While the Review and Evaluation Committee will determine the techniques that are most appropriate for its task, the following may be helpful:

- Self-evaluation by individual agencies.
- Interviews with key Denominational leaders.
- Questionnaires for Annual Conference delegates.
- Hearings and drop-in center at Annual Conference.
- Examination of documents related to Annual Conference component groups and accountable agencies.

D) GUIDELINES

To promote cooperation between the Review and Evaluation Committee and Denominational groups and agencies, several guidelines are suggested:

1. The Annual Conference officers shall ensure that the committee members have an opportunity to be introduced to the leadership and staff of each of the agencies and their role interpreted.
2. Initial inquiries about the programs and activity of the Annual Conference agencies will be channeled through the respective executives of each agency.
3. Committee members are welcome and encouraged to conduct spontaneous interviews of agency employees and Denominational members.
4. The committee must observe confidentiality at all times.
5. The committee will keep the Annual Conference Office and the executives of the Annual Conference agencies apprised of its progress.
6. The committee may make an interim report to Annual Conference after the first year of its study.

Section 16. Business of Annual Conference

A) QUERIES.

Any Active Member or Associate Member of a Congregation, or any Congregation, has a right to raise questions and concerns that relate to the Christian life or to the mission and work of the Denomination. Counsel and help should be sought from the pastor or the congregation board, the District executive/minister, or the District board or commissions, national staff members, or the Board of Directors. When an adequate and satisfactory answer to an important question cannot be found in any of the above channels, then a query may be formulated to go to Annual Conference.

1. Preparation and Processing of Queries

Several types of questions may go to Annual Conference for consideration. Distinction should be made between different types of questions and concerns. Legislative action by the highest deliberative assembly of the Denomination is necessary in answering some questions, but many of them can be dealt with more effectively in other ways.

- a. Changes in Denominational polity will always need to be made through legislative action. Questions of this nature and suggestions for change should receive extensive study by the Congregations, the District, and the Denominational staff before being brought before the Annual Conference.
- b. Statements on the Christian life and witness, and moral problems and positions are usually intended to influence personal and group habits of thought and action. We believe education and motivation are more effective than legislation in dealing with this type of issue. The Board and its staff are constantly working in these areas and can provide literature and program resources. All information on

any such questions should be carefully studied before formulating a query to Annual Conference. Legislative action on such issues should be used with restraint.

- c. Matters of church program and administration do not normally require legislative action. The Board employs a staff to assist the Congregations in program and administration. Books, literature, and program materials are constantly made available to the Congregations for their use. Such church periodicals as *Messenger* and *Brethren Life and Thought*, and official Denominational Web sites provide opportunities to communicate and debate ideas concerning the church program and administration. An appeal for new legislative action should be made only when an adequate hearing or action has not been achieved through these means.

On any matter, when legislation by Annual Conference is felt to be necessary, a query is the means to follow. A query may originate in the Congregation, in the District, in the Board of Directors, in an agency reportable to Annual Conference under Article 3, Section 18, or in Standing Committee.

2. *Query Procedures in the Congregation.*

When a member presents to the Congregation board or Congregational business meeting a question or concern that merits consideration, the Congregation should, when it seems appropriate, appoint a working committee to do the following things:

- a. Define and state clearly the question or concern.
- b. Evaluate and try to answer the concern through research and inquiry.
- c. Confer with the District executive minister and the Denominational staff to get information as to what has been done or is being planned in regard to this particular matter.
- d. If it is a new concern, the District and Denominational staff should be consulted regarding what immediate action might be taken, or whether Annual Conference legislation would be helpful or necessary.
- e. If the matter does seem to need legislative action, the Congregational business meeting should prepare a query to send to the District conference.

3. *Query Procedures in the District.*

Whenever possible, the District should answer the question or concern presented in the query.

- a. The query should be reviewed by the District board; or the District can appoint a committee to investigate the merits of the query, hold hearings to evaluate different sides of the question, and seek to find a satisfactory answer.
- b. If a satisfactory answer is not found and the District conference feels that the query merits legislative action by Annual Conference, or if the concern or question of the query relates to Denominational or general church matters directly, the District may send the query on to Annual Conference.
- c. When a District board or District conference initiates a query, steps should be taken to assure that the concerns expressed in the preceding procedures are observed.
- d. The District executive minister should send copies of the query immediately after approval to the secretary of Annual Conference and to the Annual Conference Office, accompanied by a letter of explanation of the origin of the query and actions taken on the query up to that point. (The printing deadline is February 1.)

4. *Query procedures in the Denomination.*

Queries that have been processed according to the above procedures shall be listed by the Annual Conference officers for consideration by Annual Conference.

5. *Recommendations for preparation of queries*

The query should always clearly state the issue, remain open-ended for the widest possible base of judgment and response, and include some of the factual details by which to identify it. The following specific suggestions may prove to be helpful. The query should:

- a. Give the full name of the Congregation or official body in the District initiating the query;
- b. State as precisely as possible the issue concerning which the query is being presented;
- c. Give briefly the principal reasons or conditions that prompted the query;
- d. Avoid giving answers or proposing a solution to the problem raised by the query, leaving these rather to the outcome of Annual Conference action. A proposal may be offered, but in the awareness that study may lead to another outcome;
- e. Give the date on which the query was initiated by the Congregation or the official body of the District;
- f. Indicate the District conference (and the date and location of its meeting) through which it hopes to have the query passed to Annual Conference;

- g. Have appended the names and positions of the officers of the Congregation or official body that is the source of the query;
- h. Have attached the action and the date of the District conference and the name of the District Moderator and Annual Conference secretary, if the action is to pass the query to Annual Conference.

Queries coming from Standing Committee will follow as many of the above specific suggestions as apply.

B) SELECTION OF COMMITTEES FOR STUDY OF QUERIES

If the decision of Annual Conference is to adopt the query or the concern(s) of the query and to make a study, the assignment should be directed to a committee.

1. *Membership*

Committees chosen to make studies and propose answers to queries shall be elected from a slate presented by Standing Committee.

The slate shall include at least twice as many names as are to be elected. The slate shall also be open to further nominations from the Conference floor. No individuals shall be elected to an Annual Conference study committee until at least one year has elapsed following the termination of any previous service on a study committee.

2. *Procedure*

Annual Conference study committees should counsel with concerned individuals, Congregations, and District officers/staff, and need always to be aware that a major effort toward bridging the gap in understanding can be made before final action is taken on the paper.

Study committees need to make adequate research into the total scope of the problem and its varying viewpoints.

- a. As often as is feasible and in keeping with good stewardship, study committees in the process of making policy statements are encouraged to hold hearings throughout the Denomination to test opinion of statements coming to Annual Conference and to generate input and participation from Congregations.
- b. Consultation should be made with people whose work is involved or who are directly involved in some other way with the area of life that is being studied. These viewpoints should be considered in the forming of the Denominational policy.
- c. Study committees should be in dialogue with Board staff to gain their insights reached through their wide contacts with the Denomination.
- d. Consultation with District staffs just before and after new statements are adopted is encouraged so that where interpretation is needed it can be quickly identified.

- e. The Annual Conference Secretary shall provide the committee with a set of “Guidelines for Study Committees.”

3. *Unfunded Annual Conference Mandates*

A report of feasibility and cost estimates will be presented by Standing Committee to the delegate body with all new and unfinished Annual Conference business items involving programming by one of the agencies reportable to Annual Conference under Article 3, Section 18. The feasibility report will include suggestions on how the proposed program could be implemented and will advise of any collateral impacts, such as closure or substitution of other programming, which may need to occur in order to implement the proposed program.

C) RECOMMENDATIONS AND OFFICIAL STATEMENTS

In addition to the query, other forms of new business are statements and recommendations brought to Annual Conference by the Board of Directors or an agency reportable to Annual Conference under Article 3, Section 18. These normally are the outgrowth of extensive deliberation, although this fact does not of itself preclude such further study as may be determined by Annual Conference before a decision is in order. These forms of new business normally carry their own proposals and are acted upon when they are presented. They are, however, subject to approval on the same basis as any other matter of business before Annual Conference.

Section 17. Conduct of Annual Conference Business

A) PHYSICAL FEATURES.

The Program and Arrangements Committee plans for the most effective physical arrangements, including the placement of microphones, a workable system of recognizing and honoring people wishing to speak, and the training and use of tellers to preserve order and to improve business procedures.

B) VOTING.

The Moderator shall decide when a question shall be voted upon, but anyone from the voting body may move the previous question.

A simple majority vote shall decide all matters except where *Robert's Rules of Order* requires otherwise, or on such matters as Standing Committee interprets as involving a change of Denominational polity, in which case a two-thirds majority is required for passage.

C) ANNUAL CONFERENCE RULES.

1. Standing Committee has no authority to change a query or a paper presented as Annual Conference business.

2. Annual Conference shall have no authority to change the wording or the intent of any paper or query submitted as Annual Conference business; but upon accepting it as business, Annual Conference may alter its scope or redirect its emphasis so long as Annual Conference deals with its original concern.
3. Annual Conference may not alter the regular report of one of the boards or continuing committees, but may alter the paper of any board or committee to which it has directed a matter of business for study and report. No report presented by a board or continuing committee may contain business items. If there are recommendations, questions, or a seeking of support of a proposal, etc., they must come as an item of new business and not be included in an informative report.
4. Each query with its current answer shall be presented by the chairperson of the appropriate committee or another representative. Queries and their answers shall not be read unless Annual Conference officers deem it necessary. Reports shall be presented by their respective representatives after which the Moderator shall declare the same the business of the meeting.
5. If the final answer presented in response to a query is totally rejected by Annual Conference, the query shall be regarded as unanswered and shall be immediately disposed of as though it were an item of new business.
6. If an agenda item determined by Standing Committee to involve a change in Denominational polity comes too late to be included in the Annual Conference Booklet, final action on that item shall be postponed until the following Annual Conference.

D) PARLIAMENTARY PROCEDURE

1. No one shall speak more than twice on the same question. The first speech shall be limited to three minutes and the second to two minutes. This shall not include the explanation of a report or a paper called for by the Moderator.
2. All appeals from the rulings of the Moderator shall be decided by the voting body.
3. The most recent edition of *Robert's Rules of Order* shall be the standard for any point not covered by these rules.

E) FINANCING ANNUAL CONFERENCE

The means of financing Annual Conference and the determination of offerings at Annual Conference is the responsibility of the Program and Arrangements Committee. The following plan shall be used:

1. District assessments shall be continued as needed.

2. Standing Committee and Congregational delegates shall pay a registration fee in advance of Annual Conference. It is recommended that this fee be underwritten by the Districts and Congregations sending these delegates. There is a general registration at Annual Conference for nondelegates. These fees cover such items as the Annual Conference Booklet, insurance, and other Annual Conference expenses, the exact amount of these fees to be determined by the Program and Arrangements Committee.
3. The Program and Arrangements Committee shall plan for an offering or offerings to be used for Annual Conference expenses.

Section 18. Agencies Reportable to Annual Conference

A) APPROVED AGENCIES.

There are autonomous agencies that are not owned or directed by the Corporation. The agencies Reportable to Annual Conference are:

- Bethany Theological Seminary
- The Church of the Brethren Benefit Trust
- On Earth Peace Assembly, Inc.

B) CRITERIA FOR FUTURE APPROVAL.

In addition to the foregoing agencies, an agency of the Denomination shall be reportable to Annual Conference if it has the following characteristics:

1. The agency has received the approval of Annual Conference on the recommendation of Standing Committee. (Note: If Standing Committee approves the request of an organization to become an Annual Conference agency, that request shall normally become new business for Annual Conference the following year.)
2. The agency has separate entity status established by legal incorporation with official documents such as a charter, articles of incorporation, et cetera. Bylaw changes shall be reported to Annual Conference, except where the agency's bylaws call for the approval of Annual Conference.
3. The Agency provides annual reports to Annual Conference, including but not limited to an independently audited financial statement.
4. The Agency has bylaws and an organizational design that provides for the following:
 - a. At least one-third of the agency's board of directors or trustees are directly elected by Annual Conference.
 - b. No more than one-half of the agency's board is appointed by the board itself and those appointees are confirmed by Annual Conference.
 - c. The agency has a commitment to providing ministry that is clearly within the scope of Annual Conference directives.
 - d. Being the sole provider of those aspects of its ministry that are requested by Annual Conference and if, alternatively, the agency provides part of a ministry collaboratively with another Annual

- Conference agency or agencies, it will do so in a way that maximizes stewardship of both the human and financial resources of the Denomination more effectively than if acting as the sole provider.
- e. The agency commits to accepting requests from Annual Conference for program initiatives within its designated realm of mission for the Denomination, providing the requests have met the conditions specified by Annual Conference for “unfunded Annual Conference mandates.”
 - f. The agency has a commitment that, if the agency engages in either collaborative or solo programming initiatives that are not directly requested by Annual Conference, it will allocate adequate ratios of those resources raised within the Denomination to those requested programs as evidenced in the mission statement and bylaws of the agency.

Section 19. Special Response Queries

When a query comes to Standing Committee, Standing Committee will decide if it is a query which generates adversarial stances because of deep feelings and strong differences of opinion. If it is adjudged to be so, it will be called a Special Response Query and the procedure for Standing Committee is as follows:

- A) Send the query for approval as a Special Response Query to Annual Conference.

Rationale: This will allow Annual Conference to identify it as one that will be processed differently from a standard query.

- B) Propose for Annual Conference election, a structured ballot for a study committee of five or seven members.

- 1. Committee Membership

- a. Committee members should represent the diverse perspectives of those most closely affected by the query.
- b. At least one member (or an additional appointed consultant) should have skills in conflict resolution. (The Annual Conference Secretary will keep a current list of process/conflict utilization resource persons.)
- c. At least one member should have knowledge of educational learning theories.
- d. At least one member should have special writing skills, this person to be designated as recorder and writer.
- e. All members should have broad church experience.
- f. All members should be committed to work for the good of the church body and not simply to represent their own group or position.

- 2. Committee Responsibilities

- a. Prepare a study paper and discussion guide to be used by Congregations, Districts, and Denominational groups.

- b. Collect and integrate feedback from the above study and-discussion groups.
 - c. Prepare a position paper for consideration by Annual Conference.
Rationale: The primary function of the committee is to facilitate the church body's dealing with the issue, not to attempt to resolve the issue for the church. Therefore, it is necessary to represent only some of the diversity within the church.
3. It is recommended that only one Special Response issue come before Annual Conference in any given year except under extraordinary circumstances.
 4. It is recommended that this process be tried through three Special Response issues, and then evaluated by Standing Committee before becoming policy.

C. Guidelines for Special Response Query Committees

1. Preparation

Prior to the first meeting of the Study Committee, the Annual Conference Secretary will ensure that the following documents are mailed to each committee member:

- "Guidelines for Annual Conference Study Committees"
- "Special Response Queries" and/or "The Preparation and Processing of Queries in the Church of the Brethren."
- A letter from the Annual Conference Secretary with specific instructions. These instructions will include assigning a member of the committee for opening worship and assigning group building to the designated person with process and conflict resolution skills.

2. Process

The "Special Response" Query Committee will conduct its work in the following order:

- a. The Committee will read in advance the following material:
 - Guidelines for Annual Conference Study Committees
 - "Special Response Queries" and/or "The Preparation and Processing of Queries in the Church of the Brethren."
 - Special instructions of the Annual Conference Secretary
- b. The Committee will engage in planned worship and Bible study.
(Additional worship experiences should be planned throughout the life of the committee.)

Rationale: Even though it may gather as strangers, the committee holds in common a commitment to Christ and the Church and can celebrate that in moments of worship. And through worship the committee may seek assistance in finding the mind of Christ for its presentation of the Special Response.

- c. The Committee will participate in get-acquainted and group-building activities particularly related to conflict utilization skills.

Rationale: The group building experience should be more than just getting acquainted by exchanging factual data about one another. The group building process should include experiences which build trust among committee members and develop individual and group skills in working cooperatively and effectively.

- d. The Committee will select a chairperson and recorder.
- e. The Committee will review and clarify the assignment from Annual Conference.
- f. The Committee will review and clarify the material referred to in Item 1.
- g. Each Committee member will be given the opportunity to:
 - Express his/her own thoughts and feelings about the assignment.
 - Name those perspectives and concerns with which he or she identifies.
 - Give his or her own assessment of the church's present understanding of the issue.

Rationale: Members of the committee have been chosen for particular reasons. It is important for members of the committee to be aware of and to own what perspectives and agenda they bring to the work of the group. It is also important for the committee to be clear about the diversity of its membership as well as of the Denomination.

- h. The Committee will clarify issues and identify positions within the Denomination.
- i. The Committee will develop the calendar and timeline for the work of the committee.
- j. The Committee will prepare a study paper and study guide to be used by Congregations, Districts, and Denominational groups. The study guide should present a brief philosophy of conflict resolution, which will help people understand the concept of recognizing and accepting differences, and the importance of listening and speaking in respecting other points of view.

Rationale: This study process is intended to give the Denomination adequate opportunity to address Special Response Queries before they come to the floor of Annual Conference as business items. This study process should be designed to be educational and aid the Denomination in discernment. Specifically, the process should help persons:

- Become more informed about the issue.
 - Understand the various perspectives on the issue within the church.
 - Dialogue constructively with each other about the issue.
- k. The Committee will collect and integrate feedback from the above study groups.
- l. The Committee will prepare a position paper for consideration by Annual Conference. The final step of preparation should include professional editing and feedback to the Committee from a member of the Board staff on Communications Team.
- Rationale: Professional editing of the final draft can provide:
 - Feedback on how ideas may be interpreted by those not closely involved with the issue.
 - Feedback on points which may have been missed.
 - Attention to wording, phrasing, and format which will facilitate clear, concise presentation of ideas.

*The Annual Conference Office will be called in to assist the Committee on items numbered d, e, and f.

D. Annual Conference Procedure for "Special Response Queries"

1. Annual Conference hearings shall be held for Special Response Queries.
 - a. Open hearings shall be held on the first two evenings of Annual Conference. The first evening's hearing shall be videotaped for use in the small group hearings during the second day.
 - b. Small group hearings will be scheduled on the second day of Annual Conference using the videotape of the first evening's hearing. Two members of the study committee shall be present to answer questions and hear concerns.

Rationale:

Hearings allow for interaction and dialogue between delegates and the committee members.

Hearings allow committee members to make additions, changes, and editorial improvements before the report is officially presented to the delegates.

2. Special Response issues will be scheduled in regular business sessions after hearings are conducted.
3. Procedure for Presentation of Special Response issues on the floor of Annual Conference.

Step 1. Descriptive Presentation by Committee (approximately 20-30 minutes). The Moderator will remind the delegates that this is a special procedure, and will direct them to the page in the Annual Conference booklet where it is described, and will make clarifying comments as needed. The Moderator then

calls for the report of the Committee. At this time, the Committee presentation will not include motions. It will include:

- Changes and amendments which they wish to make as a result of the hearings.
- Major suggestions which were made at the hearings and not incorporated and why.
- Points where committee members modified their original positions and why.
- The basic reasons the committee feels their report is in the best interest of the church.

Rationale: Step 1 allows for clarification of procedure. The committee responds to concerns which have arisen through the hearings and other conversations, and shares with the delegates some of their own pilgrimage. The delegates have not only the report before them, but also some of the history of the process.

Step 2. Presentation of Positions by Committee (approximately 20 minutes). Four members are chosen from the committee to present the views of the delegates in the dialogue:

- One member who will present the views of those who favor the report as is will have five minutes to speak.
- One member presenting personal/delegate concerns and changes, has four minutes to respond: One minute to summarize what the person has just said, and three minutes to rebut any concerns.
- One member who will present the views of those who have concerns about or changes to propose in the report will have five minutes to share.
- One member presenting those in favor of the report as is will have four minutes to respond: one minute to summarize what the person has just said, and three minutes to rebut any concerns.

Rationale: Step 2 is intended to allow the Committee to present the key issues. The procedure is intended to model both speaking with intention and listening with understanding. In this process, the committee is representing not only themselves, but is seeking to summarize the views of the delegates.

Step 3. Open Sharing by Delegates (approximately 40 minutes). Moderator will open the floor for speeches. Speeches will be limited to up to one and a half minutes per person. No motions are allowed. Speeches will be accepted using a “sandwich process” (10 minutes appreciation, 20 minutes concerns or changes, 10 minutes appreciation):

- First phase-Appreciation (10 minutes)
Speeches should begin with phrases such as:
“What I especially like about this paper is ...”
“The strengths of this paper are ...”
“I want to be sure this remains in the report ...”
- Second phase - Concerns or Changes (20 minutes)

Speeches should begin with phrases such as:

“One thing which concerns me is ...”

What is unclear is ...”

“What I would like to add is ...”

“What’s missing here is ...”

“What I’d like to have deleted is ...”

“It would really help me if some change could be made in ...”

“I believe it could be even better if ...”

- Third phase - Appreciations (10 minutes)

Speeches should begin with phrases similar to first phase.

One member of the committee should be prepared to respond to the speeches, not so much in terms of content but expressions of appreciation for the spirit and investment of the speakers.

Rationale: Step 3 allows delegates to express themselves on the issue. The focusing of the speeches is to encourage persons to begin to think of resolution as well as issue. Such a step is important because delegates need to begin to be involved in the dialogue and interchange before motions are allowed.

Step 4. Open-Floor Dialogue (unlimited time). The procedure is as follows:

- The Moderator will receive the committee’s motion to put the matter officially on the floor.
- After this motion, normal Annual Conference procedure (*Robert’s Rules of Order*) will be temporarily suspended to pursue this process.
- The Moderator will then hear from persons seeking to propose action. Only “declarations of intent to move” will be heard at this time. The format for speaking will be:

“I intend to move the following ... and my purpose in doing so is ...”

The Moderator will then ask the delegates, by hand vote, to indicate whether they want to hear and discuss the proposed amendment or motion.

If the majority votes no, the amendment or motion is not received.

If the majority votes yes, the amendment or motion is received and *Robert’s Rules of Order* for discussion and disposition are applied.

Steps 2, 3, and 4 will be repeated until the delegates are ready to vote on the original motion of the committee as amended, or the report is otherwise disposed of.

Rationale: Step 4 begins to deal with amendments and motions. It allows persons to present their ideas. It allows the delegates to say whether they wish to debate the idea. It shows respect for the individual and the community.

The return to normal business procedure provides familiar ground for making the actual decision.

Step 5. Recognition of Participation. When the Special Response is completed, the Moderator will address the delegate body speaking to the following matters:

- Summarizing the conclusion.
- Appreciating the process, the preparation, and the investment of all who participated.
- Encouraging caretaking of each other.

Section 20. Miscellaneous Annual Conference Provisions

A) NOTICE.

Written notice stating the place, day and hour of the annual meeting of the members of the Corporation and, in the case of a special meeting of the members, the purpose or purposes for which the meeting is called, shall be delivered not less than five nor more than 60 days before the date of the meeting, or in the case of a removal of one or more directors, a merger, consolidation, dissolution or sale, lease or exchange of substantially all of the assets, not less than 20 nor more than 60 days before the date of the meeting, by or at the direction of the General Secretary, or secretary, or the officer, or persons calling the meeting, to each member of the Corporation entitled to vote at such meeting. This Notice can be provided by publication in the *Messenger*.

B) QUORUM.

A majority of the delegates shall be present at any meeting to constitute a quorum for the transaction of any business, except to adjourn.

C) CONDUCT OF MEETINGS.

The Moderator of Annual Conference shall preside over the meetings of the members. The Annual Conference Secretary shall maintain the records of the meetings.

D) STANDING COMMITTEE MEMBERS.

In recognition that the membership of the Corporation meets at only one time during the calendar year, namely at Annual Conference, any action required of members of the Corporation may be taken by the vote of the delegates of Standing Committee. Notice of such a meeting shall be by first class mail to the members of Standing Committee at the address listed in their registration for the prior Annual Conference.

E) USE OF THE CHURCH OF THE BRETHREN NAME.

No other organization, entity, or body shall be deemed to be the agent of a District, the Board, or Annual Conference. Only Annual Conference, the Board, an agency reportable to Annual Conference under Article 3, Section 18, a District, or a Congregation duly recognized by a District shall be entitled to use the name "Church of the Brethren" in its own name or to indicate in any way it is an agent of another Church of the Brethren entity without the express written authorization of Annual Conference, the Board, or a District board. Unless expressly recognized as an agent of another Church of the Brethren entity, no institution or interest group should suggest in its documents, publici-

ty, or communications that it is the agent of a Church of the Brethren organization. Consent to use the name "Church of the Brethren" will not, unless otherwise indicated in writing, indicate an intention to create an agency relationship but will merely indicate the involvement of members of the Church of the Brethren in the organization.

F) SPECIAL INTEREST GROUPS SEEK RECOGNITION.

Special interest groups shall not raise funds in the name of the Denomination unless such solicitation has been approved by the Board of Directors or by the Delegates at Annual Conference.

ARTICLE FOUR: Leadership Team

The Leadership Team consists of the Moderator, the Moderator-elect, the Annual Conference Secretary, and the General Secretary.

The Leadership Team shall:

- Conduct Denominational envisioning;
- Delegate tasks from the actions of Annual Conference;
- Interpret Annual Conference decisions and Denominational polity;
- Review recommended changes to Annual Conference policies and guidelines; and
- Propose and review Bylaw changes for the Corporation to Standing Committee, in consultation with the Board.

ARTICLE FIVE: Board of Directors

Section 1. Role of the Board of Directors

The affairs of the Corporation shall be managed by the Board of Directors.

The Board shall assign other ecumenical concerns, especially efforts to further local cooperation, to ongoing program areas as integral aspects of these efforts, using all the reliable channels of communication and implementation, such as:

- Counseling with Districts and Congregations on their relationships to councils of churches;
- Ecumenical education;
- Interchurch involvements of designated program areas on behalf of cooperative ministries;
- Coordination by the General Secretary of all ecumenical staff relationships;
- Faith and Order studies and relationships to be related to the Committee on Interchurch Relations or other committees or staff, according to their nature.
- Board shall initiate steps to develop a budget as part of the Denominational fund for the program of ecumenical concerns and especially for the work of the Committee on Interchurch Relations and staff.

- Board as a whole shall consider and evaluate all phases of its program and determine the general policies and budget needs in each area of its activities. All questions of general policy and budget needs shall be submitted to and passed upon by the Board as a whole.

Section 2. Directors

A) TERM OF OFFICE AND NUMBER

1. *Term*

Directors shall serve five-year terms. Directors shall not be eligible for another term until two years after completing the prior term. A Director who serves less than half of an unexpired term may serve a full five-year term.

2. *Number*

There will be 10 Directors elected by the members through the delegates at Annual Conference, There will be five at-large Directors elected by the Board to obtain specific skills and gifts needed. The Chair, and the Chair Elect will also be Directors. Of the 10 elected Directors, two will come from each of the five Areas of the Denomination. Directors will represent the entire Denomination rather than a specific Area. The purpose of election from Areas is to ensure geographic balance on the board. If a Director moves out of that Area while serving on the board, that person will continue as a Director as if living in the original Area. There shall be no more than two Directors from a District and only one Director from a Congregation.

3. *Areas.*

- Area One: Atlantic Northeast, Southern Pennsylvania, Middle Pennsylvania, Western Pennsylvania, Mid-Atlantic;
- Area Two: Northern Ohio, Southern Ohio, Northern Indiana, South-Central Indiana, Michigan, Illinois-Wisconsin;
- Area Three: Atlantic Southeast, West Marva, Shenandoah, Southeastern, Virginia,
- Area Four: Northern Plains, Western Plains, Missouri-Arkansas, Southern Plains.
- Area Five: Idaho, Oregon-Washington, Pacific Southwest.

4. *Number and terms during transition.*

From 2008 to 2014, the number of Directors may vary from 35 to 17. Directors elected as General Board trustees shall serve five-year terms, and Directors elected as ABC trustees shall serve three-year terms. As

Directors' terms expire or they resign, the number will decrease. The Nominating Committee will manage the transition, maintaining geographic diversity until the number of Director reaches 17. No new Directors will be elected or replaced under Section 2(E) of this Article until the number of Directors is 17.

B) EX OFFICIO DIRECTORS

The chief executive officers of Bethany Seminary, the Brethren Benefit Trust, and On Earth Peace shall be ex officio members of the Board. A member of the Council of District of Executives appointed by that organization shall be an ex officio member of the Board. The Board shall include any other ex officio Directors designated by the Board. These persons shall serve in a consultative, nonvoting capacity.

C) QUALIFICATIONS

Persons considered for election to the Board shall exhibit qualities of consecrated Christian living in home, church, and community. They shall be persons who are committed to the mission of the church and conversant with issues of the day. They shall possess competencies needed in the work of the Board and be willing to give the major time and effort required for active participation in dealing with the concerns before the Board and the Denomination.

D) ELIGIBILITY

Any Active Member of the Church of the Brethren may serve on the Board. The Board may from time to time select one person who is not a member of the Church of the Brethren as an at-large Director. A Director cannot be employed by Church of the Brethren, Inc. A Director cannot be employed by or serve on the board of an agency reportable to Annual Conference under Article 3, Section 18, nor can a Director be the executive/minister or associate executive/minister of a District. A Director cannot serve as a Congregational or Standing Committee delegate to Annual Conference.

E) VACANCIES

Any vacancies or unfulfilled terms on the Board will be filled by appointment by the Board. If the vacancy is in a board position elected from one of the Areas, then the new member called to fill that vacancy will come from the same Area.

F) RESPONSIBILITIES

All Directors shall participate in all Board activities, except that ex officio members shall not vote. Only the voting Directors shall meet to consider personnel matters. Only voting Directors shall be eligible to serve as officers of the Board.

G) DISQUALIFICATION OF DIRECTOR

Where information comes to the attention of the Board that would reasonably demonstrate that a Director is no longer qualified to serve, the information shall be forwarded to Standing Committee of Annual Conference for its consideration.

Section 3. Meetings of the Board of Directors

A) VOTING

All voting rights are vested in the Board of Directors. The Board shall exercise all the powers and to perform all acts permitted by the articles of incorporation and these Bylaws.

B) BOARD ORGANIZATIONAL MEETING

The organizational meeting of the Board shall be held without other notice than these Bylaws in conjunction with, and at the same place as, Annual Conference. At the organizational meeting, the officers of the Corporation for the ensuing year shall be elected.

C) OTHER REGULAR MEETINGS

Unless otherwise determined by the Board, the Board will hold regular meetings in the spring and the fall at the corporate office or at such other place as the Board shall designate. The Board may provide by resolution the time and place for the holding of additional regular meetings of the Board without other notice than such resolution.

D) SPECIAL MEETINGS

Special meetings of the Board may be called at any time or place by the Chair or shall be called upon the written request of any five (5) voting Directors given to the Annual Conference Secretary.

E) NOTICE

Written notice of any special meeting of the Board shall be given to each Director. Whenever notice is required within these Bylaws, it may be given either personally, by mail, electronic mail, or fax. Timely actual knowledge of a meeting or action is effective notice. When given by mail, the notice of any proposed meeting shall be given by first-class mail, deposited at least seven days prior to the meeting. Electronic mail, telephone, fax, or personal notice shall be communicated at least three days prior to any meeting. Notice of a conference call in which action is to be taken shall be at least 24 hours, if practicable. Notice of any special meeting of the Board may be waived in writing, signed by the person or persons entitled to such notice either before or after the time of the meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted nor the purpose of any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

F) QUORUM

A majority of the current voting Directors shall be present at all meetings to constitute a quorum for the transaction of any business, except to adjourn.

G) MANNER OF ACTING

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by statute, the articles of incorporation, or these Bylaws.

H) ACTION WITHOUT MEETING

Any action required to be taken at a Board meeting, or any other action which may be taken at a Board meeting, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the Directors entitled to vote with respect to the subject matter thereof.

I) ATTENDANCE BY TELEPHONE OR ELECTRONIC EQUIPMENT

Directors may participate in any Board meeting through the use of a conference telephone or other communications equipment by means of which all individuals participating in the meeting can communicate with each other, and such participation in a meeting shall constitute presence in person at the meeting.

J) COMPENSATION

Directors shall not receive any stated salaries for their services, but by resolution, expenses of the meeting will be paid for each regular or special meeting of the Board. Nothing in these Bylaws shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation in that capacity.

K) OPEN MEETINGS

The Board meetings are open to the public, except for executive sessions that deal with personnel issues, litigation, or sensitive matters.

Section 4. Officers

A) OFFICERS.

The Corporation shall have the following officers: the Chair, the Chair Elect, the Annual Conference Secretary, the Treasurer, and the General Secretary. The Chair Elect shall be elected by the Board from its current members. Both Chair and Chair Elect shall serve two-year terms. The Board will elect the Chair Elect at its organizational meeting every other year. The Chair Elect shall automatically become the Chair after serving as Chair Elect. The Chair and Chair Elect remain voting Directors. No other officer shall be required to be a Director. When the Chair Elect is elected that board position will become vacant and dealt with under Section 2(E) of this Article.

1. Chair

The Chair shall serve as chair of the Board of Directors and the Executive Committee and shall preside at all meetings of the Board and the Executive Committee. The Chair is an ex officio member, without vote, of all committees, unless otherwise specified.

2. *Chair Elect*

The Chair Elect shall perform the duties of Chair of the Board of Directors during such period as the Chair of the Board is absent or unable to perform those duties, or otherwise at the request of the Chair. The Chair Elect shall perform such duties and have such other powers as shall be assigned by the Chair or the Board. In the absence of the Chair or in the event of his or her inability or refusal to act, the Chair Elect shall perform the duties of the Chair and when so acting shall have all the powers of and be subject to all the restrictions upon the Chair.

3. *Treasurer*

The Treasurer shall have charge of and be responsible for the maintenance of adequate books of account for the Corporation; have charge and custody of all funds and securities of the Corporation, and be responsible for the receipt and disbursement thereof; and perform all duties incident to the office of a treasurer and such other duties as may be assigned by the Chair or the Board. The Treasurer, in addition, shall have the authority to receive and to negotiate the receipt of all monies, other personal property, real property, and other assets to be distributed to the Corporation by gift, contract, bequest, devise, or otherwise. The Treasurer shall have the authority and responsibility to invest all corporate assets, including without limitation the ability to buy and sell stocks, bonds, and other securities; to deliver negotiable or nonnegotiable instruments, evidences of indebtedness or other documents; and pledge, endorse, assign, and transfer any and all documents, stocks, bonds, or other property of the Corporation as necessary to effectuate the duties of the Treasurer. With the approval of the Board, the Treasurer may delegate specified duties to an Assistant Treasurer or other person for the effective conduct of the affairs of the Corporation.

B) EXECUTION OF DOCUMENTS.

The Chair, the General Secretary and the Treasurer, shall have the authority to execute documents and instruments on behalf of the Corporation, including contracts, deeds, conveyances, bonds, mortgage releases and assignments, leases, notes, receipts for estate distribution, bond and stock powers and certificates, affidavits and certifications, powers of attorney, annuity agreements, life income agreements, licenses and easements, options to buy or sell real property, proxies, loan and trust agreements, guarantees, and any other writings, documents, and instruments required to be issued on behalf of the Corporation, whether or not one or more of such writings, documents, and instruments are under the corporate seal. The Board may designate by resolution other persons to execute documents on behalf of the Corporation.

Section 5. Organization of the Board of Directors

A) EXECUTIVE COMMITTEE

The Executive Committee shall be composed of the Chair and the Chair Elect of the Board; two members at large called by the Board; and the General Secretary who shall serve without vote. The Annual Conference Moderator shall serve as an ex officio member of the committee without vote. The functions of the Executive Committee are to:

1. Facilitate the Board's goal-setting and long-range planning, taking into consideration the counsel of the Mission and Ministries Planning Council;
2. Consider recommendations from the Mission and Ministries Planning Council;
3. Develop budget proposals and long-range financial projections for the consideration of the Board;
4. Serve as a human resource committee for the General Secretary;
5. Carry responsibility for the fiscal operations of the Board;
6. Act for the Board between regular Board meetings on matters that cannot be deferred until the next meeting.
7. Meetings may be called at any time by the Chair, and shall be called by the Chair or the General Secretary upon the request in writing of any three members of the Executive Committee.
8. In all meetings of the Executive Committee, a quorum for the transaction of business shall consist of a majority of the voting members. Three affirmative votes shall be required on all matters in which the Executive Committee acts for or on behalf of the Board. On other matters a simple majority shall apply.

B) MISSION AND MINISTRIES PLANNING COUNCIL

The Mission and Ministries Planning Council will be composed of the Board Chair, one Director called by the Board, the General Secretary, one Executive Director called by the Board's senior staff, Annual Conference Moderator, Annual Conference Moderator-elect, and two District executives/ministers named by the Council of District Executives (CODE). The District executives/ministers will serve alternating three-year terms. The General Secretary will chair this council.

The primary function of the Mission and Ministries Planning Council is to provide a continuous interface between the members, Congregations, and Districts with the ministries of Annual Conference through the Board. The Council shall receive and review ideas for new ministries and missions from Congregations, Districts, and Standing Committee. Through a process of discernment, the Council will then make recommendations to the Board. Discernment is to be through prayerfully studying the scriptures, listening for the voice of the Holy Spirit, and facilitating a means for listening to the voices of sisters and brothers in Christ.

C) OTHER COMMITTEES

To facilitate the ability of the Board to handle effectively its wide-ranging responsibilities, it shall be authorized to enlist the services of task teams and specialists. These ad hoc appointments shall be directly responsible to the Board through the Executive Committee. The Board may organize itself into whatever committees or groups that would most effectively utilize the expertise of the Director and meet needs and functions as they arise. The Board may also enlist the services of task teams or specialists to facilitate further the capability of the Board to handle effectively its wide-ranging responsibilities.

Section 6. Staffing

A) GENERAL SECRETARY.

The Board shall employ a General Secretary, who shall carry overall responsibility for planning, coordination, and evaluation of the program administered by the Board and who serves as chief ecumenical officer for the Denomination. The executive duties usually vested in the president of a corporation shall be held by the General Secretary, who shall serve as the chief executive officer of the Board. The General Secretary is responsible for hiring such staff as are necessary to carry forward the program of the Board. The General Secretary shall serve as an ex officio member, without vote, of the Board and the Executive Committee.

B) ACTING GENERAL SECRETARY.

Each year the General Secretary, in consultation with the Executive Committee, shall appoint a senior staff member to act as General Secretary in the General Secretary's absence or inability to perform usual duties.

Section 7. Miscellaneous

A) CONTRACTS

The Board may authorize any officer, officers, agent, or agents of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

B) FISCAL YEAR.

The fiscal year of the Corporation shall begin on the first day of January each year or as fixed by resolution of the Board.

C) WAIVER OF NOTICE.

Whenever any notice is required to be given under law, the Articles of Incorporation, or the Bylaws, a waiver in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE SIX: Indemnification and Insurance

Section 1. Power to Hold Harmless.

The Corporation may indemnify any person who was or is a party, or is threatened to be made a party to any threatened pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by any such person in connection with such action, suit, or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

Section 2. Power to Indemnify Litigant.

The Corporation may indemnify any person who was or is a party, or threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, provided that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

Section 3. Reimbursement.

To the extent that a trustee, officer, employee, or agent of the Corporation has been successful, on the merits or otherwise, in the defense of any action, suit, or proceeding referred to in paragraphs A and B of this section, or in defense of any claim, issue, or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

Section 4. Determination if Reimbursement Is Proper.

Any indemnification under paragraphs Sections 1 or 2 of this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case, upon a determination that indemnification of the trustee, officer, employee, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in paragraphs Sections 1 or 2 of this Article. Such determination shall be made (1) by the Board by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding; (2) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested trustees so directs, by independent legal counsel in a written opinion; or (3) by the members entitled to vote, if any.

Section 5. Advance of Expenses.

Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding, as authorized by the Board of Trustees in the specific case, upon receipt of an undertaking by or on behalf of the Trustee, officer, employee, or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this Section.

Section 6. Nonexclusivity.

The indemnification provided by this section shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of disinterested trustees, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a trustee, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 7. Right to Acquire Insurance.

The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability

asserted against such person and incurred by such person in any capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this section.

Section 8. *Notice to Board.*

If the Corporation has paid indemnity or has advanced expenses under this section to a director, officer, employee, or agent, the Corporation shall report the indemnification or advance in writing to the members entitled to vote with or before the notice of the next meeting of such members.

ARTICLE SEVEN: *Distribution of Assets.*

In case of the dissolution of the Corporation, all the remaining funds and property of the Corporation, if any, shall be distributed to such religious and charitable institution or institutions who then qualify as exempt organizations under 501(c)(3) of the Internal Revenue Code as the Board may deem appropriate, to be used exclusively for the religious or charitable purposes for which the Corporation is organized, and no part thereof shall accrue to, or be distributed or paid to, any private individual.

ARTICLE EIGHT: *Amendment of these Bylaws*

The members can amend these Bylaws by a vote of two-thirds of the delegates voting at Annual Conference. Any proposed change to these Bylaws must proceed through the query process unless it is proposed by the Leadership Team and approved by a two-thirds vote of Standing Committee.

Action of the 2008 Annual Conference: Annual Conference adopted the report of the Implementation Committee, with appreciation for their work. In a separate action, Annual Conference delegates unanimously adopted the document entitled "Resolutions of the Members of the Church of the Brethren General Board," completing the legal steps necessary to establish the new entity, "Church of the Brethren, Inc." Copies of the resolutions are on file with the secretary of the Church of the Brethren, Inc., as well as filed with the State of Illinois.