



Church of the Brethren

**MANUAL OF ORGANIZATION  
AND POLITY**

**January 2021**

**APPENDIX**

**Bylaws of the Church of the Brethren, Inc.**

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Annual Conference  
Church of the Brethren  
1451 Dundee Avenue  
Elgin, Illinois 60120  
[www.brethren.org/ac](http://www.brethren.org/ac)

# **APPENDIX**

## **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 BRETHREN CHURCH. On June 23, 1908, the Corporation changed its name to GENERAL MISSION BOARD OF THE CHURCH OF THE BRETHREN. On March 4, 1947, the Corporation changed its name to GENERAL BROTHERHOOD BOARD CHURCH OF THE BRETHREN. On April 8, 1947, all previously incorporated agencies of the Church of the Brethren, THE GENERAL SUNDAY SCHOOL BOARD OF THE CHURCH OF THE BRETHREN, THE GENERAL EDUCATIONAL BOARD OF THE CHURCH OF THE BRETHREN, and the BRETHREN 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 BRETHREN GENERAL BOARD. The ASSOCIATION OF BRETHREN CAREGIVERS was created in September 1991 by merging the BRETHREN HEALTH FOUNDATION and the BRETHREN HEALTH AND WELFARE ASSOCIATION, a voluntary unincorporated association. The BRETHREN HEALTH FOUNDATION was created on September 30, 1987, by merging the BETHANY HOSPITAL FOUNDATION and the BRETHREN HEALTH EDUCATION FOUNDATION, INC. BETHANY BRETHREN-GARFIELD PARK COMMUNITY HOSPITAL FOUNDATION was renamed BETHANY HOSPITAL FOUNDATION on May 25, 1979. On September 1, 2008 the ASSOCIATION OF BRETHREN CAREGIVERS was merged into the CHURCH OF THE BRETHREN GENERAL BOARD and the name was changed to CHURCH OF THE BRETHREN, INC.

##### **Section 3. Offices and Registered Agent**

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.

###### **A. Corporate Office**

The registered office of the Corporation shall be at 1451 Dundee Avenue, Elgin, Illinois 60120.

## **B. Registered Agent**

The registered agent of the Corporation shall be the General Secretary unless otherwise determined by the Board of Directors.

## **Section 4. Defined Terms**

1. “Board of Directors,” “Board,” and “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. “Director(s)” means the member(s) of the board.
5. “District” means the regional grouping of congregations.
6. “Standing Committee” means those delegates elected by the districts and the past moderator with nominating, legislative, judicial and envisioning responsibilities for the Annual Conference.

# **ARTICLE TWO: MEMBERS**

## **Section 1. Identification of Members**

The members of the Corporation are the congregations of the Church of the Brethren denomination. The congregations of the Church of the Brethren are organized into geographic districts, each district being headed by its own independent corporation(s). Elected representatives from each congregation and each district, hereafter called “delegates,” meet in an Annual Conference to function as a deliberating legislative assembly, determining the polity and setting forth the primary courses of action and relationships in which the church should be involved. The Annual Conference, which is the highest authority of the Church of the Brethren in all matters of procedure, program, polity, and discipline, also serves as the annual meeting of the Corporation to elect the Corporation board of directors, also known as Mission and Ministry Board, and to transact such other business as may properly come before the meeting.

Additional responsibilities of Annual Conference include:

- electing Annual Conference officers, members of the Mission and Ministry Board of Church of the Brethren, Inc., members of the boards of related Annual Conference agencies, and members of special committees authorized by the Annual Conference. These elections are made from nominations presented to the delegate body by Standing Committee;
- reviewing the work of the denomination as presented to Annual Conference in the reports of the board of directors and other institutions of the denomination;
- projecting the program of the denomination, determining the new fields of endeavor, plans for advance, and all other necessary matters;
- determining the denomination’s answer to queries;
- receiving the reports of committees appointed to deal with specific problems in the life of the denomination; and
- determining what resolutions shall be the voice of the Church of the Brethren on the issues of the day.

## **Section 2. Voting Rights**

Delegates from each congregation shall represent that member and shall be entitled to vote on such matters that are submitted to a vote of the members at the annual meeting. Each congregation 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. Delegates from each district shall serve as members of the Standing Committee that reviews all new business and makes recommendations to Annual Conference for passage. They also shall be members of the Annual Conference voting body. Each district shall send one delegate for the first five thousand or fewer members and one additional representative for each additional five thousand members or fraction thereof.

# **ARTICLE THREE: MEETINGS**

## **Section 1. Annual Meeting**

An annual meeting of the members of the Corporation shall be held. The Annual Conference of the Church of the Brethren shall be the annual meeting of the members of the Corporation.

## **Section 2. Special Meetings**

Special meetings of the Corporation may be called either by the board of directors of the Corporation, or by at least 40 percent of the members of the Corporation having voting rights, for the purpose(s) stated in the call of the meeting.

## **Section 3. Notice of Meetings**

Written and/ or electronic 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 30 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 30 nor more than 60 days before the date of the meeting, by or at the direction of the moderator, general secretary, or Conference secretary, or persons calling the meeting, to each member of the Corporation entitled to vote at such meeting. Additional notices can be provided through denominational communications.

## **Section 4. Conduct of Meetings**

The moderator of the Annual Conference shall preside over the annual and special meetings of the Corporation. The secretary of the Annual Conference shall maintain the records of the meetings.

## **Section 5. Quorum.**

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

## **Section 6. Standing Committee Members**

In recognition that the membership of the Corporation meets only one time during the calendar year,

namely at Annual Conference, any action required of members of the Corporation between annual meetings 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 previous Annual Conference.

## **ARTICLE FOUR: ANNUAL CONFERENCE OFFICERS**

### **Section 1. 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.

The Annual Conference officers serve as members of the leadership team of the Corporation.

### **Section 2. The Moderator and Moderator-Elect**

#### **A. 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 as moderator. 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.

#### **B. 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.

#### **C. Duties**

- preside over all sessions of Standing Committee and of Annual Conference, and to act as the official representative of the denomination;

- contact or attend district and other Brethren conferences;
- serve ex officio as a member of the board of directors in a consultative, nonvoting capacity;
- represent the denomination at strategic interchurch conferences;
- serve as the chairperson of the Annual Conference program and arrangements committee;
- give a “state of the church” address at Annual Conference.

### **Section 3. The Annual Conference Secretary**

#### **A. Qualifications and Tenure**

Any active member of the Church is eligible for election to this office. The secretary is elected for a term of five years and is limited to two terms. During service as secretary, the secretary cannot be employed by the board of directors of Church of the Brethren, Inc., nor be employed by or serve on the board of an agency reportable to Annual Conference.

#### **B. 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 by the Annual Conference officers or the board of directors;
- serve as an ex officio member of the board of directors without vote.

#### **C. Assistant Secretary**

The Conference secretary may appoint such assistant secretaries as necessary

## **ARTICLE FIVE: LEADERSHIP TEAM**

### **Section 1. Purpose**

There shall be a leadership team to provide executive leadership for the committees and general oversight of Annual Conference and to be a liaison between Annual Conference and the Corporation. Specific functions of the leadership team shall include:

- coordinate denominational envisioning and assume responsibility for how the denominational vision shall be implemented, giving consideration to emphasizing a unified vision among denomination, districts, and congregations;
- delegate tasks from the actions of Annual Conference;
- interpret Annual Conference decisions and denominational polity;
- review recommended changes to Annual Conference policies and guidelines;
- general oversight for Annual Conference, in consultation with the Annual Conference program

- and arrangements committee and the Conference director;
- general oversight of Annual Conference budget in consultation with the board of directors;
- serve as executive committee for Annual Conference;
- participate in the hiring and periodic review of the Conference director at the invitation of the general secretary;
- propose and review bylaw changes for the Corporation to Standing Committee, in consultation with the board of directors

## **Section 2. Membership**

The leadership team consists of the current moderator, moderator-elect, Conference secretary, a district executive, and the general secretary. The district executive will be appointed by the Council of District Executives, approved by Annual Conference, and will serve a three-year term.

# **ARTICLE SIX: BOARD OF DIRECTORS**

## **Section 1. Role of the Board of Directors**

The affairs of the Corporation shall be managed by the board of directors, also known as the Mission and Ministry Board. The 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 related to policies, program, 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. An exception is made when a director is chosen to serve as chair-elect, as in Article 7, Section 1. Directors shall not be eligible for another term until two years after completing the prior term except that a director who serves less than half of an unexpired term may serve a subsequent full five-year term.

#### **2. Number and geographic balance**

The board shall consist of 17 voting directors. Ten directors shall be elected by Annual Conference. There shall be five at-large directors elected by the board and affirmed by Annual Conference, to obtain specific skills and gifts needed. The chair and the chair-elect shall also be directors. Of the 10 elected directors, two shall come from each of five areas of the denomination, with staggered terms to ensure continuity. Directors shall 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 shall 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. Area Composition by Districts**

- *Area One:* Atlantic Northeast, Southern Pennsylvania, Middle Pennsylvania, Western Pennsylvania, Mid-Atlantic;



- *Area Two:* Northern Ohio, Southern Ohio-Kentucky, Northern Indiana, South-Central Indiana, Michigan, Illinois-Wisconsin;
- *Area Three:* Atlantic Southeast, Puerto Rico, West Marva, Shenandoah, Southeastern, Virgina;
- *Area Four:* Northern Plains, Western Plains, Missouri-Arkansas, Southern Plains;
- *Area Five:* Idaho, Pacific Northwest, Pacific Southwest.

#### **4. Number and terms during transition**

From 2008 to 2014, the number of directors may vary from 35 to 17. Directors previously elected as General Board trustees shall serve five-year terms, and directors previously elected as ABC trustees shall serve three-year terms. As directors resign or their terms expire, the number will decrease. The Standing Committee nominating committee will manage the transition, maintaining geographic diversity and staggered terms, until the number of directors reaches 17. No new directors will be elected or replaced under Section 2(E) of this Article until the number of directors is 17, unless an election is necessary to ensure continued representation of an area.

#### **B. Ex officio Directors**

The chief executive officers of Bethany Theological Seminary, the Brethren Benefit Trust, and On Earth Peace shall be ex officio members of the board. A member of the Council of District 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, non-voting 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 the Corporation. A director cannot be employed by or serve on the board of an agency reportable to Annual Conference, 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 of elected members on the board shall be filled by the nominating committee of Standing Committee. Any vacancies or unfulfilled terms of at-large members of the board shall 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 shall come from the same area. All such appointments shall be ratified by the subsequent Annual Conference.

#### **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**

When 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 to perform all acts permitted by the articles of incorporation and these bylaws.

#### **B. Board Organizational Meeting**

The annual organizational meeting of the board may be held in conjunction with Annual Conference without other notice than these bylaws. At the organizational meeting, the officers of the Corporation for the ensuing year shall be confirmed.

#### **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 prior to the conference call, 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 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 closed sessions that deal with personnel issues, litigation, or sensitive matters.

## **Section 4. 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; three voting members of 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:

- facilitate the board's goal-setting and long-range planning, taking into consideration the counsel of the mission and ministries planning council;
- consider recommendations from the mission and ministries planning council;
- develop budget proposals and long-range financial projections for the consideration of the board;
- serve as a human resource committee for the general secretary;
- carry responsibility for the fiscal operations of the board;
- act for the board between regular board meetings on matters that cannot be deferred until the next meeting.

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. 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**

### **1. Composition**

The mission and ministries planning council shall 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 shall serve alternating three-year terms. The general secretary shall chair this council.

### **2. Function**

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 5. 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 SEVEN: OFFICERS

### Section 1. 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 to serve a four-year term of service - two years as chair-elect and two years as chair. The board will elect the chair-elect 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 the unexpired term shall be filled according to Article 6, Section 2(E). The treasurer is appointed by the general secretary and confirmed by the board.

#### A. 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.

#### B. 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.

#### C. 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 non-negotiable instruments, evidences of indebtedness or other documents; and to 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.

#### D. General Secretary

- The board shall employ a general secretary, whose functions shall include the following:
  - carry overall responsibility for planning, coordination, and evaluation of the program administered by the board
  - serve as chief ecumenical officer for the denomination
  - perform such duties usually vested in the president of a corporation
  - serve as the chief executive officer of the board

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- be responsible for hiring such staff as are necessary to carry forward the program of the board
- serve as an ex officio member, without vote, of the board and the executive committee
- serve as a member and the convener of the leadership team

#### **E. 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.

## **ARTICLE EIGHT: 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 Sections 1. and 2. of this Article, 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 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 directors in the specific case, upon receipt of an undertaking by or on behalf of the director, 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. Non-exclusivity**

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 directors, 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 director, 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 NINE: RELATIONSHIP TO DENOMINATIONAL POLITY**

Polity statements approved by Annual Conference are lodged in the Church of the Brethren Manual of Organization and Polity and are binding on the Corporation.

## **ARTICLE TEN: 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 ELEVEN: AMENDMENT OF THESE BYLAWS**

These bylaws may be amended either of two ways:

1. Any member of the Corporation may propose an amendment through the normal Annual Conference query process. The change would require a two-thirds vote of the delegates voting at Annual Conference.
2. An amendment or change may be proposed by the Mission and Ministry Board to Annual Conference as a new item of business. The change would require a two-thirds vote of the delegates.

Bylaws approved by two-thirds majority vote, Annual Conference, July 4, 2010  
Bylaws amended by two-thirds majority vote, Annual Conference, July 14, 2015  
Bylaws amended by two-thirds majority vote, Annual Conference, July 6, 2018