



Church of the Brethren

# MANUAL OF ORGANIZATION AND POLITY

January 2021

## CHAPTER 2

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# CHAPTER 2

## THE DENOMINATIONAL BOARD AND THE ANNUAL CONFERENCE AGENCIES<sup>1</sup>

The decisions of Annual Conference are carried out by various boards and committees. The primary agent of denominational work is the corporate board of the Church of the Brethren, Inc., also known as the Mission and Ministry Board. In addition, Annual Conference approves certain agencies to carry out specialized ministries on behalf of the Church of the Brethren while maintaining their own incorporations and ministries.<sup>2</sup>

### I. THE DENOMINATIONAL BOARD<sup>3</sup>

The members of the Church of the Brethren, Inc. are the congregations of the Church of the Brethren

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<sup>1</sup> Editions of this chapter from 2008 through 2014 were entitled “The Agencies of Annual Conference,” with the denominational board listed as an Annual Conference agency. Prior to 2008, the chapter focused only on the denominational board, with Annual Conference’s responsibilities with regard to its official agencies briefly identified in chapter 1. Because the 2008 restructuring distinguished the denominational board as the board of directors for the corporation, this chapter now presents the denominational board in a category separate from the Annual Conference agencies.

From 2008 through 2014, a prologue to this chapter gave definition and standards for Annual Conference agencies. That prologue was based on the 1998 Annual Conference actions to recognize two new Annual Conference agencies – see 1998 Minutes (1995-1999), “Association of Brethren Caregivers’ Request for Reportability/Accountability to Annual Conference,” 800-804; “OEPA Request for Reportability/Accountability to Annual Conference,” 805-806. In seeking to ensure that this manual’s wording is as closely aligned to Annual Conference decisions as possible, research discovered that the 1998 Standing Committee notes specified that the guidelines used in 1998 were not to become polity that would be applied to other applications for Annual Conference agency status, but only to be applied to the polity changes of accepting ABC and OEP as Annual Conference agencies. The prologue was therefore removed in recognition that general guidelines have not been established as denominational polity and each organization seeking to be an Annual Conference agency will need to develop its own agreement with Annual Conference regarding its status as an Annual Conference agency.

<sup>2</sup> It is the nature of a manual of organization and polity to require a few explanatory notes to describe the parts of the organizational structure of the church for which there are no Annual Conference minutes to cite that would provide the description. In order to distinguish such editorial comments in this manual from polity statements (decisions made by the Annual Conference delegate body), a section that is not a quotation from Annual Conference minutes will be identified as an explanatory note. This first paragraph is that sort of explanatory note; it is not polity.

<sup>3</sup> The 2008 Annual Conference approved a restructuring that created the Church of the Brethren, Inc. as the successor to the General Board, Inc. when the General Board and the Association of Brethren Caregivers were merged. Some polity governing the General Board, Inc. which was not replaced by the Bylaws of the Church of the Brethren, Inc. was reinstated as of the 2015 edition of the *Manual of Organization and Polity*.

For historical perspective, the role and organization of the General Board was set forth in the 1968 Minutes (1965-1969), “Reorganization of the General Brotherhood Board,” 341-344. Significant restructuring is documented in the 1997 Minutes (1995-1999), “The New Design of General Board,” 610-617, and in the 2005 Minutes (2005-2008), “General Board Revisions to Polity,” 241-250. Restructuring that replaced the General Board with the Church of the Brethren, Inc. was recommended in 2007 Minutes (2005-2008), “The Review and Evaluation Committee: A New Mandate,” 866-875 and enacted by 2008 Minutes (2005-2008), “Implementation of the New Denominational Structure,” 1152-1202 (Note: the proposed bylaws were not adopted) and 2010 Minutes, “Church of the Brethren Bylaws Revision,” 230-244.

denomination. Elected representatives from each congregation and each district 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.<sup>4</sup>

The affairs of the Church of the Brethren, Inc. 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.<sup>5</sup>

#### **A. PURPOSES AND FUNCTIONS**<sup>6</sup>

1. Participate with Annual Conference in the discernment of God’s leading and assist the Church of the Brethren with the implementation of the will of the body.
  - a. Build and nurture a two-way relationship with Annual Conference by reporting to each Annual Conference and by seeking guidance and direction from Annual Conference on total church program.
  - b. Propose initiatives for change as a result of Mission and Ministry Board discernment processes.
  - c. Share with Annual Conference insights and recommendations concerning the ministry and mission of the church.
  - d. Faithfully implement the will of the delegate body.
2. Equip the church, under the guidance of Annual Conference, to make faithful disciples to continue the work of Jesus – peacefully, simply, together – locally and around the world.
  - a. Provide resources to congregations, recognizing that they are core communities of faith in the denomination.
  - b. Provide service ministries to enable Christ’s presence in the world, actively involving individuals and congregations wherever possible.
  - c. Coordinate mission opportunities through which individuals and congregations may live out the Great Commission, with special attention given to counseling with districts and congregations in the establishing of new congregations.
  - d. Provide leadership in prophetic social policy development for the denomination.
  - e. Facilitate a leadership development system that calls, equips, and qualifies people for church and ministerial leadership.

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<sup>4</sup> 2010 Minutes, “Church of the Brethren Bylaws Revision,” 231 (Article Two, Section 1 in the Appendix at [brethren.org/ac/ppg/](http://brethren.org/ac/ppg/)).

<sup>5</sup> 2010 Minutes, “Church of the Brethren Bylaws Revision,” 235 (Article Six, Section 1 in the Appendix at [brethren.org/ac/ppg/](http://brethren.org/ac/ppg/)).

<sup>6</sup> 2005 Minutes (2005-2008), “General Board Revisions to Polity,” 243-244, reaffirming 1997 Minutes (1995-1999), “The New Design of General Board,” 612-613.

- f. Incorporate the unique Brethren witness in the ministry, mission, and service of the church.
  - g. Model a process of fundraising based on the biblical teaching of stewardship.
  - h. Help build community through networking and communications.
3. Administer the Mission and Ministry Board as Christian stewards of human and physical resources in keeping with the general policies determined by the Annual Conference.
- a. Facilitate a circular, interactive process in order to ensure that staff and relevant constituencies are involved.
  - b. Maintain a balance between the needs of the organization and the needs of employees and volunteers.
  - c. Act in partnership with districts, denominational agencies, and ecumenical partners.
  - d. Pursue simplicity, clarity, and focus in order that we have structures and functions appropriate to our resources.
  - e. Act as fiduciaries who empower staff as stewards of the mission of the church.

## **B. DIRECTORS**

### **1. Term of Office and Number**

#### a. Term

Directors shall serve five-year terms. An exception is made when a director is chosen to serve as chair-elect, as in the “Officers” section below. 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.

#### b. 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.

#### c. Area Composition by Districts

- Area One: Atlantic Northeast, Southern Pennsylvania, Middle Pennsylvania, Western Pennsylvania, Mid-Atlantic;
- Area Two: Northern Ohio, Southern Ohio-Kentucky,<sup>7</sup> Northern Indiana, South-Central Indiana, Michigan, Illinois-Wisconsin;
- Area Three: Atlantic Southeast, Puerto Rico, West Marva, Shenandoah, Southeastern, Virginia;

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<sup>7</sup> 2018 Minutes, “Amendments to the Bylaws of the Church of the Brethren, Inc.,” 290 (Article Six, Section 2.A.3. in the Appendix at [brethren.org/ac/ppg/](http://brethren.org/ac/ppg/)).

- Area Four: Northern Plains, Western Plains, Missouri-Arkansas, Southern Plains.
- Area Five: Idaho, Pacific Northwest, Pacific Southwest.

## **2. 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.

## **3. 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.

## **4. 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.

## **5. 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.

## **6. 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.

## **7. 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.

## **C. MEETINGS OF THE BOARD OF DIRECTORS**

### **1. 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.

### **2. 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.

### **3. 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.

### **4. 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.

### **5. 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.

### **6. 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.

### **7. 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.

## **8. 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.

## **9 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.

## **10. 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.

## **11. Open Meetings**

The board meetings are open to the public, except for closed sessions that deal with personnel issues, litigation, or sensitive matters.<sup>8</sup>

# **D. ORGANIZATION OF THE BOARD OF DIRECTORS**

## **1. Executive Committee**

The executive committee shall be composed of the chair and the chair-elect of the board; three voting<sup>9</sup> 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.

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<sup>8</sup> 2018 Minutes, "Amendments to the Bylaws of the Church of the Brethren, Inc.," 290 (Article Six, Section 3.K. in the Appendix at [brethren.org/ac/ppg/](http://brethren.org/ac/ppg/)).

<sup>9</sup> 2013 Minutes, "Membership on Executive Committee of the Mission and Ministry Board," 249. 2018 Minutes, "Amendments to the Bylaws of the Church of the Brethren, Inc.," 290 (Article Six, Section 4.A. in the Appendix at [brethren.org/ac/ppg/](http://brethren.org/ac/ppg/)).



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.

## **2. Mission and Ministries Planning Council**

### **a. 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. The district executives/ministers shall serve alternating three-year terms. The general secretary shall chair this council.

### **b. 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.

## **3. 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.

## **E. MISCELLANEOUS**

### **1. 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.

### **2. 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.

### **3. 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.

## **F. 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) [of the corporate bylaws; it is section I.B.5. in this chapter]. The treasurer is appointed by the general secretary and confirmed by the board.

### **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. The chair-elect shall serve as chair of the board development committee.

### **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 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.

### **4. 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;
- 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.

#### **5. 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.

### **G. ECUMENICAL RELATIONSHIPS**<sup>10</sup>

1. The Mission and Ministry Board shall give careful attention to basic coordination and integration of ecumenical concerns in the normal course of the board's work.
2. The Mission and Ministry 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 appropriate program units, according to their nature.
3. The Mission and Ministry Board shall initiate steps to develop a budget as part of the denominational fund for the program of ecumenical concerns.
4. The church's ecumenical witness is expressed by the staff and the church at large.<sup>11</sup>

### **H. RELATIONSHIP TO DENOMINATIONAL POLITY**<sup>12</sup>

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

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<sup>10</sup> 1968 Minutes (1965-1969), "Church Polity," 338-339. See also the ecumenical tasks of the Annual Conference recorded in chapter 1 of this manual.

<sup>11</sup> 2012 Minutes, "Church of the Brethren Ecumenical Witness," 283.

<sup>12</sup> 2010 Minutes, "Church of the Brethren Bylaws Revision," 243 (Article Nine in the Appendix at [brethren.org/ac/ppg/](http://brethren.org/ac/ppg/)).

## **II. THE ANNUAL CONFERENCE AGENCIES**<sup>13</sup>

Annual Conference has authorized certain organizations to serve as Annual Conference agencies. These approved agencies carry out specialized ministries on behalf of the Church of the Brethren, while maintaining their own incorporations and ministries. Each has its own agreement with Annual Conference regarding its status as an official Annual Conference agency and is authorized to use the name “Church of the Brethren.”<sup>14</sup>

Annual Conference receives an annual report and audited financial statements from each official Annual Conference agency.<sup>15</sup> Annual Conference elects or confirms agency board members in accordance with each agency’s governing documents. Each agency will negotiate with Annual Conference any changes in its governing documents which would affect its agreement with Annual Conference or which would affect Annual Conference’s responsibility to elect or confirm directors/trustees for its board.<sup>16</sup>

### **A. BETHANY THEOLOGICAL SEMINARY**

#### **1. Background**<sup>17</sup>

Bethany Theological Seminary is the graduate school of theology for the Church of the Brethren. It was established in 1905 and recognized by Annual Conference as a Brethren school in 1909. The 1925 Annual Conference adopted a plan to transfer ownership of the school to the denomination and established the electorate for the board of directors of the corporation that governs the seminary, with trustees chosen by the denomination, Brethren colleges, alumni, and faculty. Over the years Annual Conference has approved guidelines for electing trustees, relating to other seminaries, and raising funds for the seminary budget.<sup>18</sup> The 1972 Annual Conference

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<sup>13</sup> A revision of this section is underway, in accordance with the assignment to the Leadership Team stated in the 2017 Minutes, “Polity for Agencies,” 294.

<sup>14</sup> This paragraph is an explanatory note describing our organization; it is not polity because this wording has not been adopted as polity by Annual Conference - see endnote 2 above. Current understanding is that an organization which has been authorized by Annual Conference to serve as an Annual Conference agency is thereby authorized to use the name “Church of the Brethren.” See 1987 Minutes (1985-1989), “Revisions of Brethren Polity,” 486; see also chapter 1 of this manual, section III.G.

<sup>15</sup> The Annual Conference agencies are not required to present audited financial statements in delegate packets, however, as long as that information is available in printed form during the Conference. See 2015 Minutes, “Interpretation of Polity Regarding Agency Financial Reports,” 249. The Annual Conference secretary requests that each Annual Conference agency submit an official printed copy of its audited financial statement to the Annual Conference Office to be included with Annual Conference records in the Brethren Historical Library and Archives.

<sup>16</sup> This paragraph is not polity adopted by Annual Conference; it is an explanatory note describing our organization, recognizing that each Annual Conference agency is incorporated with its own governing documents.

<sup>17</sup> This section is not a quotation of Annual Conference polity decisions; rather, it is the editor’s summary of information gleaned from Annual Conference minutes.

<sup>18</sup> 1909 Minutes, “Bethany Bible School petitions Annual Meeting to be recognized as a Brethren school,” 6; 1922 Minutes, “General Education Board,” Request #2, 5-6; 1923 Minutes, “Transfer of Bethany Bible School,” 3-6 (page 4 states that the school was established in 1906, but on that same page is listed the enrollment for the fall of 1905, so 1905 is understood to be the year when the school was established); 1925 Minutes (1920-1930), “Commission on Educational Problems,” 5-6; 1947 Minutes (1945-1954), “Brotherhood Organization,” 79; 1972 Minutes (1970-1964), “Bethany Seminary Study Committee,” 232-236; 1974 Minutes (1970-1974), “A Plan to Establish a Bethany Seminary Fund in Support of Theological Education in the Church of the Brethren,” 443-444; 1974 Minutes (1970-1974), “Bethany Theological Seminary Recommendations,” 444-445; 1977 Minutes (1975-1979), “Revision of the Member-at-Large

adopted a report identifying the seminary as an agency of the church, a creature of and directly responsible to the Annual Conference. The 1974 Annual Conference adopted a report recognizing that the seminary has its own charter and is directly related to the Annual Conference.<sup>19</sup>

## **2. Basis for Annual Conference Agency Status**

Since 1925 Bethany Theological Seminary has been “owned” by the denomination, but has been governed by its incorporation. The seminary has its own charter. At the same time, it is directly related to Annual Conference as the only graduate school of theology for the Church of the Brethren.<sup>20</sup>

Nine members of the seminary’s board of trustees shall be nominated by Standing Committee and elected by Annual Conference: three members representing the Church of the Brethren colleges, three members representing the ministry, three members from the laity of the church. One member shall be elected by the alumni association and confirmed by Annual Conference.<sup>21</sup> Ten at large trustees are elected by the seminary’s board of trustees and confirmed by Annual Conference.<sup>22</sup> All members of the board serve a five-year term with tenure of two successive terms. Trustees may not serve on a board of another agency reportable to Annual Conference.<sup>23</sup>

## **B. CHURCH OF THE BRETHREN BENEFIT TRUST**

### **1. Background<sup>24</sup>**

Church of the Brethren Benefit Trust began as the Pension Board in 1943 when Annual Conference adopted the Ministerial and Missionary Pension Plan. The 1968 Annual Conference approved having the members of the denominational board serve as the members of the pension board responsible for the operation of the pension plan. In 1986 Annual Conference approved plans to create a pension board separate from the denominational board. Articles of Organization were approved by the 1987 Annual Conference, and the 1988 Annual Conference authorized the

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Category of the Bethany Board of Directors,” 356; 1979 Minutes (1975-1979), “Annual Conference Elections,” 572-573. The 1979 decision urged Standing Committee in its nominations and Bethany Board in its at large appointments to “significantly increase the membership of women and minority group members on the board.”

<sup>19</sup> 1972 Minutes (1970-1964), “Bethany Seminary Study Committee,” 235; 1974 Minutes (1970-1974), “A Plan to Establish a Bethany Seminary Fund in Support of Theological Education in the Church of the Brethren,” 443.

<sup>20</sup> This paragraph is the editor’s summary of the seminary’s current status as an Annual Conference agency, based on 1925 Minutes (1920-1930), “Commission on Educational Problems,” 5-6, and 1974 Minutes (1970-1974), “A Plan to Establish a Bethany Seminary Fund in Support of Theological Education in the Church of the Brethren,” 443; it is not a polity statement approved by Annual Conference.

<sup>21</sup> 1947 Minutes (1945-1954), “Brotherhood Organization,” 79; the Bylaws of Bethany Theological Seminary, Inc., as amended October 27, 2012, specify that the trustees representing the colleges shall represent Church of the Brethren colleges.

<sup>22</sup> 1966 Minutes (1965-1969), “Report of Bethany Theological Seminary,” 154, approved three board members-at-large to be nominated by the board itself and confirmed by Annual Conference to serve a five-year term; the report noted that the board may legally enlarge its membership within the terms of their charter. 1977 Minutes (1975-1979), “Revision of the Member-at-Large Category of the Bethany Board of Directors,” 356, records Annual Conference’s confirmation of the board’s decision to increase the member-at-large category by one person to a total of four. The 1992 Minutes (1990-1994), “Electors of Bethany Theological Seminary,” 356, lists five additional at large members, making the total of ten trustees currently elected by the board and confirmed by Annual Conference.

<sup>23</sup> Bylaws of Bethany Theological Seminary, Inc., as amended October 27, 2012.

<sup>24</sup> This section is not a quotation of Annual Conference polity decisions; rather, it is the editor’s summary of information gleaned from the Annual Conference minutes cited in endnote 22.

reorganization of the Church of the Brethren Pension Board into the Church of the Brethren Benefit Trust, with a separately constituted board of directors.<sup>25</sup>

## 2. Basis for Annual Conference Agency Status

The agreement by which Church of the Brethren Benefit Trust operates as an agency of Annual Conference is established by means of the following *Articles of Organization*.<sup>26</sup>

### a. Purpose

The purpose of Church of the Brethren Benefit Trust is to support a mutual ministry of financial services among members, employees, and affiliated agencies of the Church of the Brethren, and other people and groups that share the values of the Church of the Brethren.

### b. Function

The function of Brethren Benefit Trust is to provide financial programs and services through Brethren Benefit Trust Inc., Brethren Foundation Inc., and Brethren Foundation Funds Inc., which focus on fiduciary responsibility, mutual support, and Christian stewardship.

Brethren Benefit Trust promotes Church of the Brethren values through Brethren Values investing.<sup>27</sup> Brethren Benefit Trust invests money under its management in companies in a manner that conforms to Church of the Brethren Annual Conference Statements, where practicable, as an asset management firm with fiduciary responsibilities to its members and clients.

### c. Governance and Reportability

Brethren Benefit Trust is an official agency of the Church of the Brethren as authorized by Annual Conference and shall report to Annual Conference on matters of organization and function. An electronic financial report and a printed annual report shall be made to Conference and be received by Conference.

### d. Authority

Brethren Benefit Trust shall have the authority to (i) establish, modify, interpret, and maintain programs, products, and services that it may elect to develop and implement, (ii) develop alliances and subsidiary organizations (either not-for-profit or for-profit corporations, partnerships, or limited liability companies) to which it may assign authority and responsibility for programs, products, and services, and (iii) act in any lawful manner to

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<sup>25</sup> 1943 Minutes (1941-1950), “Retirement Plan for Ministers and Missionaries,” 4-10; 1968 Minutes (1965-1969), “Reorganization of the General Brotherhood Board,” 343; 1982 Minutes (1980-1984), “Church of the Brethren Pension Plan Restated,” 424-434; 1986 Minutes (1985-1989), “General Board/Pension Board Relationship,” 319-320; 1987 Minutes (1985-1989), “Pension Board Restructure Committee Report,” 476-478; 1989 Minutes (1985-1989), “Brethren Benefit Trust Document Revisions,” 906-907; 1990 Minutes (1990-1994), “Ratification of Brethren Benefit Trust Actions,” 131-133; 1991 Minutes (1990-1994), “Ratification of Brethren Benefit Trust Actions,” 342; 1993 Minutes (1990-1994), “Proposed Change to Brethren Benefit Trust Articles of Organization,” 630; 1998 Minutes (1995-1999), “Changes to the Brethren Benefit Trust,” 791-794; 2006 Minutes, “Church of the Brethren Benefit Trust Articles of Organization, Proposed Revisions,” 541-544; 2015 Minutes, “Amendments to Church of the Brethren Benefit Trust Articles of Organization,” 241-246; 2015 Minutes, “Polity Change Proposal from Church of the Brethren Benefit Trust,” 247-248.

<sup>26</sup> This sentence is the editor’s summary of Church of the Brethren Benefit Trust’s current status as an Annual Conference agency; the remainder of this section consists of the *Articles of Organization*, which are polity from 2015 Minutes, “Amendments to Church of the Brethren Benefit Trust Articles of Organization,” 241-246, and 2015 Minutes, “Polity Change Proposal from Church of the Brethren Benefit Trust,” 247-248.

<sup>27</sup> 2018 Minutes, “Brethren Values Investing,” 295.

fulfill the purpose of Brethren Benefit Trust.

e. Bylaws

Brethren Benefit Trust shall have authority to develop and implement bylaws for the proper and efficient operation of its organization and sub-organizations. The bylaws shall address all pertinent subjects including, but not limited to, the Board of Directors, officers, tenure, frequency of meetings, coverage of expenses, and employment of staff.

f. Funding for Services

The principal source of funding shall be fees for services as established by Brethren Benefit Trust and related organizational entities.

g. Ex Officio Relationships

The president of Brethren Benefit Trust shall serve as an ex officio member of the Brethren Benefit Trust Board without vote and as an ex officio member of the Mission and Ministry Board without vote. The general secretary of Church of the Brethren, Inc. shall serve as an ex officio member of the Brethren Benefit Trust Board without vote. Similar relationships may be developed with other agencies reportable to Annual Conference.

h. Board Membership and Terms

The Board of Directors of Brethren Benefit Trust shall consist of twelve members. Each term shall be for a period of four years. Directors may serve a maximum of two consecutive terms. There shall be a lapse of at least one year following the completion of two consecutive terms before a director is eligible for election to additional terms. The directors of Brethren Benefit Trust may elect a successor director to fill the unexpired term of any director in the event of a vacancy due to the resignation or death of a director before the end of a term. Partial terms of two years or less shall not be counted in considering eligibility for re-election.

The Board may appoint advisory people who serve as non-voting members on the Board and/or Board committees.

i. Election

- 1) Four directors are to be elected by Annual Conference from a ballot submitted by Standing Committee. The officers of Annual Conference shall be responsible for this election. A minimum of two nominees are to be identified by Standing Committee's Nominating Committee for the Brethren Benefit Trust Board position elected by Annual Conference delegates. If only two are identified, those two will be the nominees on the Annual Conference ballot. If there are more than two nominees for the Brethren Benefit Trust Board position, the Nominating Committee will present a ballot of no more than four nominees to Standing Committee, which shall vote and reduce the initial ballot to its tentative final form.<sup>28</sup>
- 2) Four directors are to be elected by a majority vote of the members of Church of the Brethren Pension Plan under procedures established by the directors of Brethren Benefit Trust. Nominees shall represent the employees of user groups, including, but not limited to, local churches, districts and district-related agencies, denominational agencies reportable to Annual Conference, and retirement communities related to the Church of the Brethren. (If an employer group participates in the Brethren Medical Plan, but not Brethren Pension Plan, its employees shall be entitled to vote on the director nominated under the provisions of Implementation B. representing their employer group.)

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<sup>28</sup> 2018 Minutes, "Polity for Electing Brethren Benefit Trust Board Directors," 297.

- 3) Four directors are to be elected by the Board of Directors of Brethren Benefit Trust under procedures set forth in its bylaws.

Brethren Benefit Trust shall be responsible for conducting the elections in 2) and 3).

j. Eligibility

- 1) People eligible for election as a director by Annual Conference and by the directors of Brethren Benefit Trust shall be members of the Church of the Brethren and shall meet one or more of the following qualifications —
  - Have some expertise in the field of finance, banking, employee benefits, insurance, accounting, law, information technology and systems, investments, human resources, asset management, deferred gifts, charitable gifts, or health care.
  - Be a member of one of the user groups that have representation on the Brethren Benefit Trust Board.
- 2) All nominees should have sensitivity to the concerns of the Church of the Brethren and to the people and agencies they represent.
- 3) Officers of Annual Conference, members of Standing Committee, and members of the boards of other agencies reportable to Annual Conference shall be ineligible to serve concurrently as directors of the Brethren Benefit Trust Board. District Executives shall be ineligible to serve concurrently as directors of the Brethren Benefit Trust Board, except when elected as representatives of the districts.

k. Implementation

- 1) Four directors shall be elected by Annual Conference —

One director shall be elected each year for a four-year term by Annual Conference in accordance with Annual Conference election procedures.

An incumbent Brethren Benefit Trust Board director who was elected by Annual Conference and who is eligible for and willing to be considered for a second term of service will, upon the recommendation of the Brethren Benefit Trust Governance Committee and approval by the Brethren Benefit Trust Board, automatically become one of the two nominees that Standing Committee recommends for Annual Conference election.<sup>29</sup>

- 2) Four directors shall be elected by members of Brethren Pension Plan —

One director shall be elected each year for a four-year term by members of Brethren Pension Plan (see Election B. for an exception). Each vacancy shall have nominees as indicated below. All active and retired employees of user groups (excluding active employees of Brethren Benefit Trust) or former employees with a vested interest in Brethren Pension Plan shall be eligible to serve as a director. The user groups, number of directors, and nominating agencies shall be as follows —

USER GROUP	DIRECTORS	NOMINATING AGENCY OR GROUP
Local Churches and Districts	2	Ministers Association and Council of District Executives (1 nominee from each entity)
Annual Conference	1	Agency Executives

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<sup>29</sup> 2015 Minutes, “Polity Change Proposal from Church of the Brethren Benefit Trust,” 247-248.



Agencies		(up to 4 nominees – one from each AC agency)
Retirement Communities	1	Fellowship of Brethren Homes (2 nominees)

- 3) Four directors shall be elected by the Brethren Benefit Trust Board —

One director shall be elected each year for a four-year term by the Brethren Benefit Trust Board.

## C. ON EARTH PEACE

### 1. Background

On Earth Peace Assembly was founded in 1974 and began as a consultative body to denominational staff. It was incorporated on August 1, 1981, and in 1982 requested to be recognized by Annual Conference as an organization related to the Church of the Brethren with permission to solicit funds among churches and church members and with the privilege of reporting each year to Annual Conference. After a year of study, the denominational board and On Earth Peace Assembly developed and ratified an agreement which was adopted by the 1983 Annual Conference to grant that On Earth Peace Assembly, Incorporated, functioning within its Articles of Incorporation and Bylaws, be reportable and accountable to the denominational board, which would include On Earth Peace in its report to Annual Conference. On Earth Peace became a recognized body of the Church of the Brethren, contributing to the peace program of the denominational board. Then in 1998 On Earth Peace requested affiliation with the Church of the Brethren, through the Annual Conference of the denomination, as an Annual Conference-affiliated agency. The request of the On Earth Peace Assembly was adopted.<sup>30</sup>

### 2. Basis for Annual Conference Agency Status<sup>31</sup>

The 1998 Annual Conference adopted the request of On Earth Peace Assembly for affiliation with the Church of the Brethren, through the Annual Conference of the denomination, as an Annual Conference-affiliated agency. The request included a plan to implement the election of the On Earth Peace Assembly, Inc. Board of Directors by the Annual Conference and the following commitments:<sup>32</sup>

- prepare and present to each Annual Conference an independently audited financial statement.<sup>33</sup>

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<sup>30</sup> This paragraph is a summary of information gleaned from 1983 Minutes (1980-1984), “Request of the On Earth Peace Assembly for Recognition by the Annual Conference of the Church of the Brethren,” 587-591, and 1998 Minutes (1995-1999), “On Earth Peace Assembly Request for Reportability/Accountability to Annual Conference,” 805-806.

<sup>31</sup> This section begins with a two-sentence summary of the action taken by the 1998 Annual Conference to adopt On Earth Peace’s request for Annual Conference agency status. The commitments of the agreement between On Earth Peace and Annual Conference are then quoted directly from 1998 Minutes (1995-1999), “On Earth Peace Assembly Request for Reportability/Accountability to Annual Conference,” 805-806.

<sup>32</sup> 1998 Minutes (1995-1999), “On Earth Peace Assembly Request for Reportability/Accountability to Annual Conference,” 805-806.

<sup>33</sup> The Annual Conference agencies, however, are not required to present audited financial statements in delegate packets as long as that information is available in printed form during the Conference. See 2015 Minutes, “Interpretation of Polity Regarding Agency Financial Reports,” 249. The Annual Conference secretary requests that each Annual Conference agency submit an official printed copy of its audited financial statement to the Annual Conference Office to be included with Annual Conference records in the Brethren Historical Library and Archives.

- prepare and present to each Annual Conference a full report of the organization's activities
- have 1/3 of its board of directors elected by the Annual Conference
- have the Annual Conference confirm the remainder of the On Earth Peace Assembly member-elected board of directors members
- accept requests from Annual Conference, within budgetary and staff limitations and within OEPA's designated realm of mission for the denomination, for program initiatives
- commit itself to providing ministry that is within the scope of Annual Conference directives and congruent with articulated values of the Church of the Brethren
- work faithfully in partnership with the Annual Conference and other Annual Conference affiliated agencies to serve the entire denomination.

Annual Conference currently elects five of the fifteen directors on the On Earth Peace Board and confirms the ten directors that are elected by the membership of On Earth Peace. All of the directors are elected to a five-year term, serving from the beginning of the next fiscal year following their election until the close of the fiscal year in which their term expires. A person who has served as director for two consecutive terms is not eligible for re-election until one full year has expired after completion of serving two consecutive terms. At least 4/5ths (80%) of the total number of elected and confirmed directors are to be members of the Church of the Brethren. A director on the On Earth Peace Board cannot be employed by or serve on the board of another agency reportable to Annual Conference.<sup>34</sup>

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<sup>34</sup> This is current practice, based on the agreement made by On Earth Peace with Annual Conference that one-third of its directors will be elected by Annual Conference and that its On Earth Peace member-elected directors will be confirmed by Annual Conference; see 1998 Minutes (1995-1999), "On Earth Peace Assembly Request for Reportability/Accountability to Annual Conference," 805-806. Other information in this paragraph is from On Earth Peace Assembly, Inc. By-laws approved 20 March 2010.