

## NB 4. Revisions to the Bylaws of the Church of the Brethren, Inc.

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In recent years, the Leadership Team has worked to ensure that the *Manual of Organization and Polity* uses the language that was adopted by Annual Conference when an item of polity was written. While reviewing the Bylaws of the Church of the Brethren, Inc., the Leadership Team also noted some inconsistencies within the Bylaws and made recommendations for the Mission and Ministry Board to consider.

One key concern was that the bylaws have given the Leadership Team the function of proposing Bylaw changes to Standing Committee in consultation with the Board of Directors (Mission and Ministry Board). However, the Bylaws that govern how the bylaws may be amended (Article Eleven) do not permit any changes except those proposed by a query from a congregation or an amendment proposed by the Mission and Ministry Board to Annual Conference as an item of new business. The Leadership Team proposed to Mission and Ministry Board that the Bylaws be revised to redefine the role of Leadership Team as simply providing counsel to the corporation (i.e., the Mission and Ministry Board) regarding possible changes to the Bylaws.

Another change to the list of Leadership Team's functions was simply to have each item in the list begin with the same part of speech, as is commonly expected. Each item now begins with a verb.

The Leadership Team also noted that some of the responsibilities of the Moderator and of the Annual Conference Secretary were not listed in the Bylaws and should be. In addition, collaboration between the Moderator and General Secretary, especially in terms of which one speaks for the denomination in specific ways, has been our standard practice, and Leadership Team recommended that this collaboration be stated in the Bylaws. Another clarification is to clearly identify when the Bylaws intend to refer to the Immediate Past Moderator rather than to one of the past Moderators.

A significant recommendation was that the Director of Annual Conference be identified as an ex officio member without vote on the Leadership Team. The Leadership Team noted that six of the nine functions of the Leadership Team are focused on Annual Conference concerns, and the counsel of the Director of Annual Conference would be very helpful in those discussions. The Mission and Ministry Board agreed.

The proposed edits recommend deleting two phrases in Article Three that seem to require that written notification about the purposes of an Annual Conference should not be delivered more than 60 days in advance of the meeting. If understood that way, we would not be allowed to send the Conference booklet to delegates prior to the month of May.

In Article Four, a review of Annual Conference Minutes discovered that the polity about the role of the Annual Conference Officers specified that the Officers should set “the order of the day” rather than “the orders of the day,” so that correction would be made with this revision.

The Mission and Ministry Board has had a subcommittee looking at the Bylaws as well, and they recommended adding a phrase in Article Six Section 2.A.2. to clarify the limit of only two directors serving on the Board at one time from a district and only one director from a congregation. The change would specify that limitation to be true “at the time the director is called.” The subcommittee also recommended deletion of a subsection that specified how the two boards that merged to form the General Board were to make the transition during the years 2008-2014. That transition is long since completed, so the subsection is no longer needed.

The following document shows the proposed revisions. Minor changes have already been incorporated, such as updating nomenclature to current terminology and adopting a capitalization style that Mission and Ministry Board members noted should be used in a legal document.

In the process of making those changes in capitalization style, a further discussion ensued about how the Bylaws define “members” of the corporation as being the congregations, which are represented by delegates at the annual meeting of Annual Conference. However, the term “members” had also been used in the Bylaws to refer to delegates and to refer to the directors who serve on the Mission and Ministry Board. In an effort to be as clear as possible in the Bylaws, edits have been proposed to use the terms “delegate” and “director” in the Bylaws. However, not every use of the word “member” could be clarified in that way, but the context seems to make clear what kind of member is meant in such cases.

The Mission and Ministry Board reviewed and took action on two groupings of changes at its October 17, 2021 and January 27, 2022 meetings, reaching a consensus at each meeting to recommend that the proposed revisions to the Bylaws of the Church of the Brethren, Inc., be adopted by Annual Conference.

Carl Fike, Mission and Ministry Board chair

David A. Steele, General Secretary

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**PROPOSED REVISIONS TO THE  
BYLAWS OF THE CHURCH OF THE BRETHERN, INC.  
(THE "CORPORATION")**

**Article One: Name, Offices and Defined Terms**

**Section 1. Name**

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

**Section 2. History of the Corporation—Predecessor Organizations**

The Corporation is organized in the State of Illinois under the General Not-For-Profit Corporation Act of the State of Illinois, 1986, as amended. The Corporation was organized originally on April 16, 1894, under the name of THE GENERAL MISSIONARY AND TRACT COMMITTEE OF THE GERMAN BAPTIST BRETHERN CHURCH. On June 23, 1908, the Corporation changed its name to GENERAL MISSION BOARD OF THE CHURCH OF THE BRETHERN. On March 4, 1947, the Corporation changed its name to GENERAL BROTHERHOOD BOARD CHURCH OF THE BRETHERN. On April 8, 1947, all previously incorporated agencies of the Church of the Brethren, THE GENERAL SUNDAY SCHOOL BOARD OF THE CHURCH OF THE BRETHERN, THE GENERAL EDUCATIONAL BOARD OF THE CHURCH OF THE BRETHERN, and the BRETHERN SERVICE COMMITTEE were merged into the General Brotherhood Board. On September 30, 1957, the House of the Church of the Brethren, the incorporated publishing house of the Church of the Brethren, was merged into the General Brotherhood Board. And on November 19, 1968, the Corporation changed its name to CHURCH OF THE BRETHERN GENERAL BOARD. The ASSOCIATION OF BRETHERN CAREGIVERS was created in September 1991 by merging the BRETHERN HEALTH FOUNDATION and the BRETHERN HEALTH AND WELFARE ASSOCIATION, a voluntary unincorporated association. The BRETHERN HEALTH FOUNDATION was created on September 30, 1987, by merging the BETHANY HOSPITAL FOUNDATION and the BRETHERN HEALTH EDUCATION FOUNDATION, INC. BETHANY BRETHERN-GARFIELD PARK COMMUNITY HOSPITAL FOUNDATION was renamed BETHANY HOSPITAL FOUNDATION on May 25, 1979. On September 1, 2008, the ASSOCIATION OF BRETHERN CAREGIVERS was merged into the CHURCH OF THE BRETHERN GENERAL BOARD and the name was changed to CHURCH OF THE BRETHERN, INC.

**Section 3. Offices 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	1
The registered office of the Corporation shall be at 1451 Dundee Avenue, Elgin, Illinois 60120.	2 3 4
B. Registered Agent	5
The registered agent of the Corporation shall be the General Secretary unless otherwise determined by the Board of Directors.	6 7 8
<b>Section 4. Defined Terms</b>	9 10
1. "Board of Directors," "Board," and "Mission and Ministry Board" mean the Board of Directors of the Corporation.	11 12
2. "Congregation(s)" means the local church (es) of the denomination recognized by the various district conferences.	13 14
3. "Denomination" means the Church of the Brethren denomination.	15
4. "Director(s)" means the member(s) of the Board.	16
5. "District" means the regional grouping of congregations.	17
6. "Standing Committee" means those delegates elected by the districts and the <u>Immediate</u> Past Moderator with nominating, legislative, judicial and envisioning responsibilities for the Annual Conference.	18 19 20 21
<b>Article Two: Members</b>	22 23
<b>Section 1. Identification of Members</b>	24 25
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.	26 27 28 29 30 31 32 33 34 35 36 37 38
Additional responsibilities of Annual Conference include:	39
• electing Annual Conference Officers, <del>members-directors</del> of the Mission and Ministry Board of Church of the Brethren, Inc., <del>members-directors</del> 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;	40 41 42 43 44
• 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;	45 46

- 1 • projecting the program of the denomination, determining the new fields of  
2 endeavor, plans for advance, and all other necessary matters;
- 3 • determining the denomination's answer to queries;
- 4 • receiving the reports of committees appointed to deal with specific problems  
5 in the life of the denomination; and
- 6 • determining what resolutions shall be the voice of the Church of the  
7 Brethren on the issues of the day.

8

## 9 **Section 2. Voting Rights**

10

11 Delegates from each congregation shall represent that member and shall be en-  
12 titled to vote on such matters that are submitted to a vote of the ~~members-del-~~  
13 ~~egates~~ at the annual meeting. Each congregation shall be entitled to one delegate  
14 for the first 200 active members and one additional delegate for each additional  
15 200 active members or fraction thereof of the congregation. Delegates from each  
16 district shall serve as members of the Standing Committee that reviews all new  
17 business and makes recommendations to Annual Conference for passage. They  
18 also shall be ~~members-delegates~~ of the Annual Conference voting body. Each  
19 district shall send one delegate for the first five thousand or fewer members and  
20 one additional representative for each additional five thousand members or frac-  
21 tion thereof.

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## 23 **Article Three: Meetings**

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### 25 **Section 1. Annual Meeting**

26

27 An annual meeting of the members of the Corporation shall be held. The An-  
28 nual Conference of the Church of the Brethren shall be the annual meeting of  
29 the members of the Corporation.

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### 31 **Section 2. Special Meetings**

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33 Special meetings of the Corporation may be called either by the Board of Direc-  
34 tors of the Corporation, or by at least 40 percent of the members of the Corpo-  
35 ration having voting rights, for the purpose(s) stated in the call of the meeting.

36

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

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39 Written and/or electronic notice stating the place, day, and hour of the annual  
40 meeting of the members of the Corporation and, in the case of a special meeting  
41 of the members, the purpose or purposes for which the meeting is called, shall  
42 be delivered not less than 30 ~~nor more than 60~~ days before the date of the meet-  
43 ing, or in the case of a removal of one or more directors, a merger, consolidation,  
44 dissolution or sale, lease, or exchange of substantially all of the assets, not less  
45 than 30 ~~nor more than 60~~ days before the date of the meeting, by or at the di-  
46 rection of the Moderator, General Secretary, or Annual 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-delegates~~ 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 time-keeper, 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.

1 **Section 2. The Moderator and Moderator-elect**

2

3 A. Term of Service

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

- 5 • Moderator-elect. The Moderator is elected one year in advance of beginning
- 6 a year of service as Moderator. The Moderator-elect serves as Moderator
- 7 when the Moderator is unable to perform the duties of Moderator.
- 8 • Moderator. The Moderator-elect becomes Moderator at the close of the An-
- 9 nual Conference a year following election and continues in that office until
- 10 the following Annual Conference.
- 11 • Immediate Past Moderator. The Moderator becomes the Immediate Past
- 12 Moderator after serving one year as Moderator concluding with the Annual
- 13 Conference. The Immediate Past Moderator serves as a voting member of
- 14 Standing Committee for one year.

15

16 B. Eligibility

17 Any active member of the Church of the Brethren may serve as Moderator. Dur-

18 ing the three years of service, a Moderator cannot be employed by or serve on

19 the Board of Directors of Church of the Brethren, Inc., or of an agency reportable

20 to Annual Conference.

21

22 C. Duties

- 23 • preside over all sessions of Standing Committee and of Annual Conference;
- 24 • ~~serve and to act as the an~~ official representative of the denomination in col-
- 25 laboration with the General Secretary;
- 26 • contact or attend district and other Brethren conferences;
- 27 • serve ex officio as a member of the Board of Directors and its Executive Com-
- 28 mittee in a consultative, nonvoting capacity;
- 29 • represent the denomination at strategic interchurch conferences in collabo-
- 30 ration with the General Secretary;
- 31 • serve as the chairperson of the Annual Conference Program and Arrange-
- 32 ments Committee;
- 33 • serve as a member of the Leadership Team;
- 34 • give a "state of the church" address at Annual Conference.

35

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

37

38 A. Qualifications and Tenure

39 Any active member of the Church of the Brethren is eligible for election to this

40 office. The Secretary is elected for a term of five years and is limited to two terms.

41 During service as Secretary, the Secretary cannot be employed by the Board of

42 Directors of Church of the Brethren, Inc., nor be employed by or serve on the

43 board of an agency reportable to Annual Conference.

44

45 B. Duties

46 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. As an officer of the Corporation, ~~t~~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.
- serve as a member of the Leadership Team and record the minutes of its meetings.

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;
- provide general oversight for Annual Conference, in consultation with the Annual Conference Program and Arrangements Committee and the Director of Annual Conference ~~director~~;
- provide 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 Director of Annual 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~~ provide counsel regarding bylaws changes for the Corporation.



1 **Section 2. Membership**

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3 The Leadership Team consists of the current Moderator, Moderator-elect, Annual  
4 Conference Secretary, a district executive, and the General Secretary. The Director  
5 of Annual Conference shall serve as an ex officio member of the Leadership  
6 Team without vote. The district executive will be appointed by the Council of  
7 District Executives, approved by Annual Conference, and will serve a three-year  
8 term.

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**Article Six: Board of Directors**

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

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14 The affairs of the Corporation shall be managed by the Board of Directors, also  
15 known as the Mission and Ministry Board. The Board as a whole shall consider  
16 and evaluate all phases of its program and determine the general policies and  
17 budget needs in each area of its activities. All questions related to policies, pro-  
18 gram, and budget needs shall be submitted to and passed upon by the Board as  
19 a whole.

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21 **Section 2. Directors**

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23 A. Term of Office and Number

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25 1. Term

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27 Directors shall serve five-year terms. An exception is made when a director  
28 is chosen to serve as chair-elect, as in Article 7, Section 1. Directors shall not  
29 be eligible for another term until two years after completing the prior term,  
30 except that a director who serves less than half of an unexpired term may  
31 serve a subsequent full five-year term.

31

32 2. Number and Geographic Balance

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34 The Board shall consist of 17 voting directors. Ten directors shall be elected  
35 by Annual Conference. There shall be five at-large directors elected by the  
36 Board and affirmed by Annual Conference, to obtain specific skills and gifts  
37 needed. The Chair and the Chair-elect shall also be directors. Of the 10  
38 elected directors, two shall come from each of five areas of the denomina-  
39 tion, with staggered terms to ensure continuity. Directors shall represent the  
40 entire denomination rather than a specific area. The purpose of election  
41 from areas is to ensure geographic balance on the Board. If a director moves  
42 out of that area while serving on the Board, that person shall continue as a  
43 director as if living in the original area. There shall be no more than two di-  
44 rectors from a district and only one director from a congregation at the time  
45 the director is called.

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3. Area Composition by Districts	1
• <i>Area One:</i> Atlantic Northeast, Southern Pennsylvania, Middle Pennsylvania, Western Pennsylvania, Mid-Atlantic;	2
• <i>Area Two:</i> Northern Ohio, Southern Ohio-Kentucky, Northern Indiana, South-Central Indiana, Michigan, Illinois-Wisconsin;	3
• <i>Area Three:</i> Atlantic Southeast, Puerto Rico, West Marva, Shenandoah, Southeastern, Virginia;	4
• <i>Area Four:</i> Northern Plains, Western Plains, Missouri-Arkansas, Southern Plains;	5
• <i>Area Five:</i> Idaho, Pacific Northwest, Pacific Southwest.	6
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4. Number and terms during transition	12
<del>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.</del>	13
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B. Ex officio Directors	23
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.	24
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C. Qualifications	31
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.	32
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D. Eligibility	39
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.	40
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1 E. Vacancies

2 Any vacancies or unfulfilled terms of elected members on the Board shall be  
3 filled by the nominating committee of Standing Committee. Any vacancies or  
4 unfulfilled terms of at-large members of the Board shall be filled by appoint-  
5 ment by the Board. If the vacancy is in a Board position elected from one of the  
6 areas, then the new ~~member~~director called to fill that vacancy shall come from  
7 the same area. All such appointments shall be ~~ratified~~confirmed by the subse-  
8 quent Annual Conference.

9

10 F. Responsibilities

11 All directors shall participate in all Board activities, except that ex officio mem-  
12 bers shall not vote. Only the voting directors shall meet to consider personnel  
13 matters. Only voting directors shall be eligible to serve as Officers of the Board.

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15 G. Disqualification of Director

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

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20 **Section 3. Meetings of the Board of Directors**

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22 A. Voting

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

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27 B. Board Organizational Meeting

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

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32 C. Other Regular Meetings

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

38

39 D. Special Meetings

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

43

44 E. Notice

45 Written notice of any special meeting of the Board shall be given to each director.  
46 Whenever notice is required within these bylaws, it may be given either person-

ally, by mail, electronic mail, or fax. Timely actual knowledge of a meeting or ac-	1
tion is effective notice. When given by mail, the notice of any proposed meeting	2
shall be given by first-class mail, deposited at least seven days prior to the meeting.	3
Electronic mail, telephone, fax, or personal notice shall be communicated at least	4
three days prior to any meeting. Notice of a conference call in which action is to	5
be taken shall be at least 24 hours prior to the conference call, if practicable. Notice	6
of any special meeting of the Board may be waived in writing signed by the person	7
or persons entitled to such notice either before or after the time of the meeting.	8
The attendance of a director at any meeting shall constitute a waiver of notice of	9
such meeting, except where a director attends a meeting for the express purpose	10
of objecting to the transaction of any business because the meeting is not lawfully	11
called or convened. Neither the business to be transacted nor the purpose of any	12
regular or special meeting of the Board need be specified in the notice or waiver	13
of notice of such meeting, unless specifically required by law or by these bylaws.	14
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F. Quorum	16
A majority of the current voting directors shall be present at all meetings to con-	17
stitute a quorum for the transaction of any business, except to adjourn.	18
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G. Manner of Acting	20
The act of a majority of the directors present at a meeting at which a quorum is	21
present shall be the act of the Board, unless the act of a greater number is re-	22
quired by statute, the articles of incorporation, or these bylaws.	23
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H. Action without Meeting	25
Any action required to be taken at a Board meeting, or any other action which	26
may be taken at a Board meeting, may be taken without a meeting if consent in	27
writing, setting forth the action so taken, shall be signed by all the directors en-	28
titled to vote with respect to the subject matter thereof.	29
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I. Attendance by Telephone or Electronic Equipment	31
Directors may participate in any Board meeting through the use of a conference	32
telephone or other communications equipment by means of which all individ-	33
uals participating in the meeting can communicate with each other, and such	34
participation in a meeting shall constitute presence in person at the meeting.	35
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J. Compensation	37
Directors shall not receive any stated salaries for their services, but by resolution,	38
expenses of the meeting will be paid for each regular or special meeting of the	39
Board. Nothing in these bylaws shall be construed to preclude any director from	40
serving the Corporation in any other capacity and receiving reasonable com-	41
penensation in that capacity.	42
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K. Open Meetings	44
The Board meetings are open to the public, except for closed sessions that deal	45
with personnel issues, litigation, or sensitive matters.	46

1 **Section 4. Organization of the Board of Directors**

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3 A. Executive Committee

4 The Executive Committee shall be composed of the Chair and the Chair-elect  
5 of the Board; three voting members of the Board; and the General Secretary who  
6 shall serve without vote. The Annual Conference Moderator shall serve as an ex  
7 officio member of the committee without vote. The functions of the Executive  
8 Committee are to:

- 9 • facilitate the Board's goal-setting and long-range planning, taking into con-  
10 sideration the counsel of the Mission and Ministries Planning Council;  
11 • consider recommendations from the Mission and Ministries Planning  
12 Council;  
13 • develop budget proposals and long-range financial projections for the con-  
14 sideration of the Board;  
15 • serve as a human resource committee for the General Secretary;  
16 • carry responsibility for the fiscal operations of the Board;  
17 • act for the Board between regular Board meetings on matters that cannot be  
18 deferred until the next meeting.

19

20 Meetings may be called at any time by the Chair, and shall be called by the Chair  
21 or the General Secretary upon the request in writing of any three members of  
22 the Executive Committee. In all meetings of the Executive Committee, a quorum  
23 for the transaction of business shall consist of a majority of the voting members.  
24 Three affirmative votes shall be required on all matters in which the Executive  
25 Committee acts for or on behalf of the Board. On other matters a simple ma-  
26 jority shall apply.

27

28 B. Mission and Ministries Planning Council

29

30 1. Composition

31 The Mission and Ministries Planning Council shall be composed of the  
32 Board Chair, one director called by the Board, the General Secretary, one  
33 executive director called by the Board's senior staff, Annual Conference  
34 Moderator, Annual Conference Moderator-elect, and two district executives/  
35 ministers named by the Council of District Executives-~~(CODE)~~. The district  
36 executives/ministers shall serve alternating three-year terms. The General  
37 Secretary shall chair this council.

38

39 2. Function

40 The primary function of the Mission and Ministries Planning Council is to  
41 provide a continuous interface between the members, congregations, and  
42 districts with the ministries of Annual Conference through the Board. The  
43 council shall receive and review ideas for new ministries and missions from  
44 congregations, districts, and Standing Committee. Through a process of dis-  
45 cernment, the council will then make recommendations to the Board. Dis-  
46 cernment 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.	1
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C. Other Committees	4
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. <del>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.</del>	5
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<b>Section 5. Miscellaneous</b>	14
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A. Contracts	16
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.	17
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B. Fiscal Year	22
The fiscal year of the Corporation shall begin on the first day of January each year or as fixed by resolution of the Board.	23
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	25
C. Waiver of Notice	26
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.	27
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<b>Article Seven: Officers</b>	32
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<b>Section 1. Officers</b>	34
	35
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.	36
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1 A. Chair

2 The Chair shall serve as Chair of the Board of Directors and the Executive Com-  
3 mittee and shall preside at all meetings of the Board and the Executive Com-  
4 mittee. The Chair is an ex officio member, without vote, of all committees, unless  
5 otherwise specified.

6

7 B. Chair-elect

8 The Chair-elect shall perform the duties of Chair of the Board of Directors dur-  
9 ing such period as the Chair of the Board is absent or unable to perform those  
10 duties, or otherwise at the request of the Chair. The Chair-elect shall perform  
11 such duties and have such other powers as shall be assigned by the Chair or the  
12 Board. In the absence of the Chair or in the event of his or her inability or refusal  
13 to act, the Chair elect shall perform the duties of the Chair.

14

15 C. Treasurer

16 The Treasurer shall have charge of and be responsible for the maintenance of  
17 adequate books of account for the Corporation; have charge and custody of all  
18 funds and securities of the Corporation, and be responsible for the receipt and  
19 disbursement thereof; and perform all duties incident to the office of a treasurer  
20 and such other duties as may be assigned by the Chair or the Board. The Treas-  
21 urer, in addition, shall have the authority to receive and to negotiate the receipt  
22 of all monies, other personal property, real property and other assets to be dis-  
23 tributed to the Corporation by gift, contract, bequest, devise, or otherwise. The  
24 Treasurer shall have the authority and responsibility to invest all corporate assets,  
25 including without limitation the ability to buy and sell stocks, bonds, and other  
26 securities; to deliver negotiable or non-negotiable instruments, evidences of in-  
27 debtedness or other documents; and to pledge, endorse, assign, and transfer any  
28 and all documents, stocks, bonds, or other property of the Corporation as nec-  
29 essary to effectuate the duties of the Treasurer. With the approval of the Board,  
30 the Treasurer may delegate specified duties to an assistant treasurer or other per-  
31 son for the effective conduct of the affairs of the Corporation.

32

33 D. General Secretary

34 The Board shall employ a General Secretary, whose functions shall include the  
35 following:

- 36 • carry overall responsibility for planning, coordination, and evaluation of  
37 the program administered by the Board;
- 38 • serve as chief ecumenical officer for the denomination.
- 39 • perform such duties usually vested in the president of a corporation;
- 40 • serve as the chief executive officer of the Board;
- 41 • be responsible for hiring such staff as are necessary to carry forward the pro-  
42 gram of the Board;
- 43 • serve as an ex officio member, without vote, of the Board and the Executive  
44 Committee.
- 45 • serve as a member and the convener of the Leadership Team.

46



E. Acting General Secretary	1
Each year the General Secretary, in consultation with the Executive Committee,	2
shall appoint a senior staff member to act as General Secretary in the General	3
Secretary's absence or inability to perform usual duties.	4
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<b>Article Eight: Indemnification and Insurance</b>	6
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<b>Section 1. Power to Hold Harmless</b>	8
	9
The Corporation may indemnify any person who was or is a party, or is threat-	10
ened to be made a party to any threatened, pending or completed action, suit,	11
or proceeding, whether civil, criminal, administrative, or investigative (other	12
than an action by or in the right of the Corporation) by reason of the fact that	13
he or she is or was a director, officer, employee, or agent of the Corporation, or	14
who is or was serving at the request of the Corporation as a director, officer, em-	15
ployee, or agent of another corporation, partnership, joint venture, trust, or other	16
enterprise, against expenses (including attorneys' fees), judgments, fines, and	17
amounts paid in settlement actually and reasonably incurred by any such person	18
in connection with such action, suit, or proceeding, if such person acted in good	19
faith and in a manner he or she reasonably believed to be in, or not opposed	20
to, the best interests of the Corporation, and, with respect to any criminal action	21
or proceeding, had no reasonable cause to believe his or her conduct was un-	22
lawful. The termination of any action, suit, or proceeding by judgment, order,	23
settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall	24
not, of itself, create a presumption that the person did not act in good faith and	25
in a manner which he or she reasonably believed to be in, or not opposed to,	26
the best interests of the Corporation, or, with respect to any criminal action or	27
proceeding, that the person had reasonable cause to believe that his or her con-	28
duct was unlawful.	29
	30
<b>Section 2. Power to Indemnify Litigant</b>	31
	32
The Corporation may indemnify any person who was or is a party, or threatened	33
to be made a party to any threatened, pending, or completed action or suit by	34
or in the right of the Corporation to procure a judgment in its favor by reason	35
of the fact that such person is or was a director, officer, employee, or agent of	36
the Corporation, or is or was serving at the request of the Corporation as a di-	37
rector, officer, employee, or agent of another corporation, as a director, officer,	38
employee, or agent of another corporation, partnership, joint venture, trust, or	39
other enterprise, against expenses (including attorneys' fees) actually and rea-	40
sonably incurred by such person in connection with the defense or settlement	41
of such action or suit, if such person acted in good faith and in a manner he or	42
she reasonably believed to be in, or not opposed to, the best interests of the	43
Corporation, provided that no indemnification shall be made in respect of any	44
claim, issue, or matter as to which such person shall have been adjudged to be	45
liable for negligence or misconduct in the performance of his or her duty to the	46



1 Corporation, unless, and only to the extent that the court in which such action  
2 or suit was brought shall determine upon application that, despite the adjudi-  
3 cation of liability, but in view of all the circumstances of the case, such person  
4 is fairly and reasonably entitled to indemnity for such expenses as the court shall  
5 deem proper.

6

### 7 **Section 3. Reimbursement**

8

9 To the extent that a trustee, officer, employee, or agent of the Corporation has  
10 been successful, on the merits or otherwise, in the defense of any action, suit,  
11 or proceeding referred to in Sections 1. and 2. of this Article, or in defense of  
12 any claim, issue, or matter therein, such person shall be indemnified against ex-  
13 penses (including attorneys' fees) actually and reasonably incurred by such per-  
14 son in connection therewith.

15

### 16 **Section 4. Determination if Reimbursement Is Proper**

17

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

28

### 29 **Section 5. Advance of Expenses**

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

37

### 38 **Section 6. Non-exclusivity**

39

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

<b>Section 7. Right to Acquire Insurance</b>	1
	2
The Corporation may purchase and maintain insurance on behalf of any person	3
who is or was a director, officer, employee, or agent of the Corporation, or who	4
is or was serving at the request of the Corporation as a director, officer, employee,	5
or agent of another corporation, partnership, joint venture, trust, or other enter-	6
prise, against any liability asserted against such person and incurred by such	7
person in any capacity, or arising out of his or her status as such, whether or not	8
the Corporation would have the power to indemnify such person against such	9
liability under the provisions of this section.	10
	11
<b>Section 8. Notice to Board</b>	12
	13
If the Corporation has paid indemnity or has advanced expenses under this sec-	14
tion to a director, officer, employee, or agent, the Corporation shall report the	15
indemnification or advance in writing to the <del>members</del> <u>directors</u> entitled to vote	16
with or before the notice of the next meeting of such members.	17
	18
<b>Article Nine: Relationship to Denominational Polity</b>	19
	20
Polity statements approved by Annual Conference are lodged in the Church of the	21
Brethren Manual of Organization and Polity and are binding on the Corporation.	22
	23
<b>Article Ten: Distribution of Assets</b>	24
	25
In case of the dissolution of the Corporation, all the remaining funds and property	26
of the Corporation, if any, shall be distributed to such religious and charitable insti-	27
tution or institutions who then qualify as exempt organizations under 501(c)(3) of	28
the Internal Revenue Code as the Board may deem appropriate, to be used exclusively	29
for the religious or charitable purposes for which the Corporation is organized, and	30
no part thereof shall accrue to, or be distributed or paid to, any private individual.	31
	32
<b>Article Eleven: Amendment of These Bylaws</b>	33
	34
These bylaws may be amended either of two ways:	35
1. Any member of the Corporation may propose an amendment through the	36
normal Annual Conference query process. The change would require a two-	37
thirds vote of the delegates voting at Annual Conference.	38
	39
2. An amendment or change may be proposed by the Mission and Ministry	40
Board to Annual Conference as a new item of business. The change would	41
require a two-thirds vote of the delegates.	42
	43
Bylaws approved by two-thirds majority vote, Annual Conference, July 4, 2010	44
Bylaws amended by two-thirds majority vote, Annual Conference, July 14, 2015	45
Bylaws amended by two-thirds majority vote, Annual Conference, July 6, 2018	46