

# Bylaws of the Church of the Brethren of Southern Ohio/Kentucky

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# Bylaws

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# Bylaws of the Church of the Brethren of Southern Ohio/Kentucky

## ARTICLE ONE: MEMBERS

**§ 1.1 Members.** Each congregation of the Church of the Brethren recognized by District Conference shall be a member of this corporation. A fellowship is a new-church development by the District that has not been chartered as a congregation by District Conference.

**§ 1.2 District Conference Delegates.** Each congregation shall have one vote for each delegate attending District Conference. Each congregation with less than 201 members shall be entitled to four delegates. Larger congregations shall have additional delegates based upon current Church of the Brethren practices for allocating additional delegates for Church of the Brethren Annual Conference. The Pastor and the leader of the governing board shall be delegates because of their office. Additional delegates shall be elected by the congregation for two year terms. A fellowship is entitled to send four voting delegates to District Conference.

**§ 1.3 Membership in a Congregation.** All District Conference Officers and all Directors shall be a member of a congregation or fellowship in the

District.

## ARTICLE TWO: DISTRICT CONFERENCE

**§ 2.1 District Conference.** District Conference is the annual meeting of the District. It is a mass meeting to which delegates and others interested from the congregations come in business sessions, worship, and fellowship to give implementation to the district purpose. District Conference is the final authority of the District on policy, program, and procedure. District Conference must approve the District Budget. District Conference must elect Directors, District Conference Officers, Member of the Program and Arrangements Committee and various representatives to denominational offices. The Program and Arrangements Committee sets the time and place of District Conference at least six months before District Conference.

**§ 2.2 Brethren Retirement Community.** The Brethren Retirement Community has a unique relationship to the congregations of the District. The Brethren Retirement Community Annual Meeting is held at District Conference with the District Conference Officers presiding and the

records of that meeting are part of District Conference.

**§ 2.3 Special Meetings.** Special District Conferences may be called by the Moderator or the Board.

**§ 2.4 Notice of Special Meeting.** The Clerk shall give notice at least 45 days before the special meeting by sending it by mail to all congregations at their regular addresses, and to all District Conference Officers and all Directors. The attendance at any meeting is a waiver by those persons of their notice of that meeting. Neither the business to be transacted nor the purpose of any Special District Conference need be specified in any notice or waiver of notice of such meeting, unless specifically required by law or these regulations.

**§ 2.5 Elections.** The Gifts Discernment Commission shall present a slate of District Officers, Directors, and others at District Conference. The District Conference shall elect each office by a two-thirds vote, and if a particular person for a particular office does not receive the required two-thirds vote, then the Gifts Discernment Commission shall present another person for that office to fill the office before the end of District Conference.

**§ 2.6 District Conference Officers.** The District Conference Officers shall

be the moderator, the moderator-elect, and clerk. The moderator-elect shall be elected by District Conference for one year, shall automatically become the moderator for the following year, and shall serve as Chair of the Gifts Discernment Commission the year after being Moderator. The Clerk shall be elected for a three-year term.

**§ 2.7 Moderator.** The Moderator shall preside at District Conference; in cooperation with the District Executive Minister, prepare the agenda for District Conference; and serve as the Chair of the Program and Arrangements Committee. The Moderator may serve as a member of the Gifts Discernment Commission.

**§ 2.8 Moderator-Elect.** The Moderator-Elect shall serve in the Moderator's absence. The Moderator-Elect shall also be a member of the Program and Arrangements Committee and the Gifts Discernment Commission.

**§ 2.9 Clerk.** The Clerk shall keep the minutes of District Conference and of Board Meetings, see that all notices are given according to these regulations 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 perform such other duties as from time to time may be assigned by District Conference. The corporation shall have no seal. The Clerk may serve several consecutive terms.

**§ 2.10 Program and Arrangements.** The Program and Arrangements Committee shall plan the program. The members of the committee shall be the Moderator, the Moderator-elect, and three members serving a three-year term.

**§ 2.11 Quorum.** No quorum is required for District Conference.

**§ 2.12 Manner of Acting.** A majority of the votes of the delegates present on a matter shall be necessary for its adoption. Items involving a change in the polity, as determined by the Conference Officers, shall require a vote of two-thirds of the delegates present. No one may vote by proxy.

### **ARTICLE THREE: BOARD**

**§ 3.1 General Powers.** The Board shall help set the spiritual climate for the District by articulating the vision for the District, by coordinating the activities of the District and preparing the annual budget for presentation to District Conference. Subject to budget, the Board may

employ staff. The Board shall appoint the members of the Gifts Discernment Commission, except the Chair. The Board shall also perform the functions required by Church of the Brethren Annual Conference.

**§ 3.2 Number, Tenure, and Qualifications.** The Board shall consist of fifteen persons and the previous year's Moderator. The members with the exception of the previous year's Moderator shall be elected for three year terms and serve until their successor has been elected. A person may be elected to two-consecutive three year terms but must wait for two years before serving another term. The Moderator, the Moderator-elect, the Clerk, the Treasurer, the District's Standing Committee Delegates, any Directors of any Annual Conference Agency from the District, and the President/CEO of the Brethren Retirement Community shall serve as *ex-officio* members without vote.

**§ 3.3 Organization.** At the first meeting after District Conference, the Board shall organize itself by electing a Chair and Vice-Chair. A Director shall be the chair and vice-chair of each Commission

**§ 3.4 Commissions.** Commissions shall perform the work of the District. The Commissions shall report on

their work annually at District Conference and to the Board as necessary. The Board shall create such commissions as it deems necessary. The Board shall create ongoing Commissions, such as Outdoor Ministries, Finance, Ministry, and Gifts Discernment. The Board may create Commissions for more limited duration. The size of each Commission shall be set by the Board to meet the particular needs of each commission.

**§ 3.5. Gifts Discernment Commission.** The Board shall have a Gifts Discernment Commission. The Gifts Discernment Commission shall be responsible for developing a slate of Conference Officers, members of the Program and Arrangements Committee, Directors, Standing Committee Delegates, General Directors and others as needed. This Commission shall serve in a consultant role to Board commissions on an as-needed-basis for appointments of persons who are not Board members and for committee appointments. The Gifts Discernment Commission may be consulted for appointments to various outside organizations who have District representation. In making appointments and developing a slate, this commission shall consider the current and future needs

of the District.

**§ 3.6. Committees.** The Board may create committees to perform various responsibilities. The Gifts Discernment Commission shall appoint the members of the committee. The resolution creating the committee shall state whether the committee is ongoing or give a termination and whether the committee reports to the Board or to District Conference and to Board as needed. Committees are encouraged to coordinate with other committees and commissions by direct contact rather than through the Board or Executive Minister. Dates of events have to be coordinated with the Executive Minister's Office.

**§ 3.7 Personnel Committee.** The Board shall have a personnel committee of two Directors and the Board Chair. That committee shall negotiate the terms of the Executive Minister's compensation and annually evaluate the Executive Minister's performance.

**§ 3.8 Regular Meetings.** The Board may provide by resolution the time and place for the holding of its regular meetings without other notice than the action.

**§ 3.9 Special Meetings.** Special Board meetings may be called by the

Chair or any three Directors.

**§ 3.10 Notice of Special Meeting.** Those calling the special Board meeting shall give notice at least one week before the special meeting by delivering it personally, by telephone, or by sending it by mail, email or facsimile to all Directors at their regular address. Any Director may waive notice of a special meeting. The attendance at any meeting is a waiver by those persons of their notice of that meeting. Neither the business to be transacted nor the purpose of any Board meeting need be specified in any notice or waiver of notice of such meeting, unless specifically required by law.

**§ 3.11 Quorum.** A majority of the Board shall constitute a quorum for the transaction of business at any Board meeting; but if less than a majority of the Directors are present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

**§ 3.12 Manner of Acting.** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the Board's act.

**§ 3.13 Vacancies.** The Board, with information from the Gifts Discernment Commission, shall fill any vacancy occurring on the Board. A person elected to fill a vacancy

shall be elected for the predecessor's un-expired term of office.

## ARTICLE FOUR: BOARD OFFICERS

**§ 4.1 Elected Officers.** The Board's elected officers shall be a Chair, and a Vice Chair. No one may hold more than one office as a District Conference Officer or Board Officer at the same time.

**§ 4.2 Term of Office.** The Board officers and members shall serve until their successor has been elected.

**§ 4.3 Removal.** The Board may remove any Board officer whenever in the judgment of the Board the District's best interests would be served by removal. Such vote shall be by a two-thirds majority.

**§ 4.4 Vacancies.** The Board may fill a vacancy in any Board office for the un-expired portion of the term.

**§ 4.5 Chair.** The Chair shall preside at the Board Meetings, and in general perform all duties incident to the office of Chair and such other duties as may be prescribed by the Board from time to time. The Chair shall be elected for a one-year term.

**§ 4.6 Vice-Chair.** The Vice-Chair shall serve in the absence of the Chair.

**§ 4.7 Executive Minister.** The Executive Minister shall be a Director but



without vote. The Executive Minister will be an employee, and the Board will negotiate an employment agreement with the help of General Board staff responsible for District Ministry. All other employees are reportable and accountable to the Executive Minister. The Executive Minister will attend all Board Meetings. The Executive Minister is a member of each commission or committee and may attend but does not need to attend every meeting of the commissions or committees.

**§ 4.8 Treasurer.** The Treasurer shall be appointed by the Board. The Treasurer shall have charge of all of the District's funds and securities and shall supervise the receipt and deposit of all moneys in the District's name in such banks, trust companies, or other depositories, as the Board shall select. The Treasurer shall handle the funds under policies established by the Board.

## **ARTICLE FIVE: MISCELLANEOUS**

**§ 5.1 Contracts.** The Board may authorize any Commission to enter into any contracts on the District's behalf.

**§ 5.2 Checks, drafts, and other instruments.** All of the District's checks, drafts, and other instruments shall be signed as shall from time to time be

determined by resolution. In the absence of such resolution, the Treasurer or the Clerk shall sign.

**§ 5.3 Gifts.** The Board may accept on the District's behalf any contribution, gift, bequest, or devise for the District's general or special purposes.

**§ 5.4 Books and Records.** The District shall keep books and records of account, minutes of the Board Meetings. A representative of any congregation or fellowship may inspect all books and records of the corporation for any proper purpose at any reasonable time.

**§ 5.5 Fiscal Year.** The District's fiscal year shall begin on the first day of January and end on the last day of December.

**§ 5.6 Amendments.** District Conference can amend these regulations or adopt new regulations by a two-thirds majority of the delegates present at District Conference or any special meeting called for amending these regulations. Any proposed change in these regulations must be made available to the congregations at least 45 days before the meeting at which it will be acted upon. The Notice of any Special District Conference must state that a change of the Bylaws is part of the agenda and include the draft of the proposed change. Any proposal

or draft may be amended by the delegates at the meeting.

**§ 5.7 Principal Office.** The District's principal office shall be located in the State of Ohio.

**§ 5.8 Denominational Responsibility.** In keeping with denominational polity, if the District:

- a) Dissolves,
- b) Departs from membership in the Church of the Brethren, or
- c) So decreases in numbers and financial strength as to render the District unable to fulfill its purpose,

then the Church of the Brethren, Inc., an Illinois not for profit corporation, or its successor, shall have the right to take charge and control all property, and to hold, manage, and convey the property at the discretion of the Church of the Brethren, Inc.