

# **Restated Bylaws of the Midwest Conference**

## **ARTICLE I            Membership**

*Section 1.1. Admission to Membership.* A congregation seeking membership in the Conference shall apply for membership in the Conference and the ECC concurrently. The application shall be made at least one month prior to the Annual Meeting of the Conference on a form provided by the ECC. In order for the applying congregation to become a member of the Conference and the ECC, the membership application must be approved by the Conference Executive Board, the Conference Annual Meeting, the Executive Board of the ECC, and the Annual Meeting of the ECC, in that order. Upon approval by the Annual Meeting of the ECC, the congregation shall simultaneously become a member of the ECC and of the Conference. The Conference and the ECC shall maintain a roster of member congregations.

*Section 1.2. Involuntary Dismissal from Membership.*

- a. Charges that a congregation is out of harmony with the ECC shall be presented to the Conference Executive Board, which shall immediately inform the Executive Board of the ECC and the President of the ECC of the charges.
  - i. If the Conference Executive Board finds the charges to be credible, the Conference Executive Board shall seek to guide the congregation into harmony with the ECC. The Conference Executive Board shall then make a report and recommendation to the Executive Board of the ECC and the President of the ECC.
  - ii. The Executive Board of the ECC shall independently consider the credibility of the charges based on all the information and recommendations available to it. The Executive Board of the ECC may then, at its initiative and in communication with the Conference, seek to guide the congregation into harmony with the ECC. If the Executive Board of the ECC determines that the congregation is and remains out of harmony with the ECC, the Executive Board of the ECC shall make a report and recommendation to the Annual Meeting of the ECC.
  - iii. The Annual Meeting of the ECC shall vote on the recommendation of the ECC Executive Board.
  - iv. If a congregation is dismissed from membership in the ECC by action of the Annual Meeting of the ECC, its membership in the Conference shall also be terminated.
- b. In all cases, congregations shall have opportunity to defend themselves before the Conference Executive Board, the Executive Board of the ECC, and the Annual Meeting of the ECC.

*Section 1.3. Voluntary Dismissal from Membership.*

- a. A congregation seeking to terminate its membership in the ECC shall signify its intention, in writing, to the Conference Executive Board at least one month prior to the Conference Annual Meeting. Action on such a request shall take place in the following sequence:
  - i. the Conference superintendent shall notify the president of the ECC and the Executive Board of the ECC of the intention of the congregation to terminate its membership;
  - ii. the Conference Executive Board shall make a report and recommendation to the Annual Meeting of the Conference regarding the request of the congregation to terminate its membership;

- iii. the Conference Annual Meeting shall make a report and recommendation to the Executive Board of the ECC regarding the request of the congregation to terminate its membership;
- iv. the Executive Board of the ECC shall make a report and recommendation to the Annual Meeting of the ECC regarding the request of the congregation to terminate its membership; and
- v. the Annual Meeting of the ECC shall vote on the recommendation of the Executive Board of the ECC. If the Annual Meeting of the ECC decides to terminate the membership of the congregation, the congregation's membership in the ECC and in the regional Conference shall be terminated.

*Section 1.4.* Disbanded Congregations. Recommendations regarding the removal from membership of congregations that have disbanded shall come to the Annual Meeting of the ECC from the Executive Board of the ECC upon prior recommendation of the Conference Executive Board and the Conference Annual Meeting.

*Section 1.5.* Use of the Conference and ECC Name and Logo. When a congregation is no longer a member of the ECC, it shall cease all use of and reference to the name "The Evangelical Covenant Church," shall cease all use of the logo of the Conference and ECC, and shall not represent itself as being a member of the Conference or ECC.

## **ARTICLE II                    The Annual Meeting**

*Section 2.1.* The Executive Board shall designate the time and place of each Annual Meeting, which shall be held prior to the ECC Annual Meeting.

*Section 2.2.* Delegates.

- a. Member congregations shall be entitled to representation as follows: congregations up to 99 members, two delegates; congregations with 100 to 224 members, three delegates; congregations with 225 to 449 members, four delegates; congregations with 450 to 699 members, five delegates; congregations with 700 to 999 members, six delegates; and congregations with 1,000 or more members, seven delegates.
- b. The Superintendent, associate superintendents or directors, and members of the Executive Board shall be ex-officio delegates.
- c. Each standing commission shall be entitled to one delegate.
- d. Each association recognized by the Conference shall be entitled to one delegate.
- e. Each affiliated corporation and institution shall be entitled to two delegates.
- f. Each delegate to an Annual Meeting shall be a member of an ECC congregation. Delegates representing local congregations shall be members of the congregation they represent. No delegate may represent more than one entity, except a member in good standing of the Ministerial Association serving two or more congregations may represent those churches being served, yet with only one vote. A member in good standing of the Ministerial Association who is serving as an interim pastor in a member congregation may serve as a delegate from that congregation without being a member of that congregation.

- g. The names of all delegates and alternate delegates shall be registered with the secretary prior to the Annual Meeting
- h. A church plant within the Conference that is not yet a member congregation may send two advisors to the Annual Meeting.
- i. A member in good standing of the Ministerial Association who is not a delegate may be an advisor to the Annual Meeting.
- j. With the consent of the Executive Board, a congregation that cooperates with and supports the ECC but is not a member of the ECC for a reason approved by the Executive Board may send one advisor to the Annual Meeting.
- k. Honorary delegates may be recognized by the Annual Meeting. Honorary delegates shall be advisors to the Annual Meeting.

*Section 2.3. Registration, Certification and Term.*

- a. The Annual Meeting shall consist of the registered delegates whose credentials have been certified by the committee on credentials appointed by the Chair. When approved by the Annual Meeting, this list shall constitute the official roster of the Annual Meeting.
- b. Certified delegates and alternates shall serve until the start of the next Annual Meeting.

*Section 2.4. The Agenda and Standing Rules.*

- a. Agenda.
  - i. An agenda to be presented to the Annual Meeting shall be prepared by an agenda committee consisting of the chair, the vice chair, and the superintendent. The agenda shall be approved by the Executive Board prior to distribution to the delegates.
  - ii. As the highest deliberative and decision-making body of the Conference, the Annual Meeting shall recommend to the ECC the admission and dismissal of congregations, elect or call persons to leadership positions as provided in these Bylaws, approve the budget of the Conference, receive and approve reports, and make other decisions necessary to the mutual work of the Conference, the ECC, and affiliated institutions and corporations, as provided in these Bylaws.
  - iii. Copies of the proposed agenda shall be available to delegates when they arrive at the Annual Meeting.
  - iv. Items of business that are not on the proposed agenda may be submitted in writing by a delegate to the moderator. If the item submitted is in order, a majority vote of the delegates present and voting shall be required to place that item on the agenda.
- b. Standing Rules.
  - i. Standing rules shall be prepared by the agenda committee, approved by the Executive Board, and adopted by the Annual Meeting.
  - ii. Copies of the proposed standing rules shall be available to delegates when they arrive at the Annual Meeting.
  - iii. The current edition of Robert's Rules of Order shall instruct the proceedings, except where standing rules so direct.

## **ARTICLE III            Officers**

### *Section 3.1. The Superintendent.*

- a. Responsibilities. The Superintendent shall be the pastor and chief executive officer of the Conference, supervising and promoting its work in accordance with the decisions of the Annual Meeting, and under the direction of the Executive Board. In accomplishing such, the Superintendent shall provide particular leadership in the areas of mission, pastoral care, congregational support, executive operations, and coordination with the ministries and resources of the ECC. The superintendent shall provide personnel supervision for all positions employed by the Conference. The superintendent shall submit a written report to the Annual Meeting. The superintendent may sign all necessary legal documents as required by law.
- b. Administrative Assignments. The Superintendent shall be an ex officio member of the Executive Board except when the Executive Board is acting as the Search Committee for naming candidates for the office of Conference Superintendent, in which case the Superintendent shall not participate, and except when the Executive Board is performing a job appraisal for the Superintendent, in which case the Board may meet in executive session apart from the Superintendent and other ex officio members and advisors. The Superintendent shall be an ex officio member of all boards, commissions, committees, institutions, and corporations of the Conference.
- c. Nomination of Conference Superintendent. Candidates for Conference Superintendent shall be ministers of the ECC ordained to Word and Sacrament and in good standing. The Executive Board shall serve as a Search Committee or may appoint a Search Committee for candidates for Conference Superintendent. The Executive Board, with the concurrence of the Executive Board of the ECC, shall put forward one nominee for approval at the Annual Meeting. The President of the ECC shall serve as an advisor to the process for the selection of a nominee, with privilege of attendance and voice at all meetings.
- d. Election. A two-thirds vote of the delegates present and voting at the Annual Meeting shall be required for election. All voting shall be by written ballot. Should the candidate fail to receive the required vote, the position shall be filled temporarily under Section 3.1.1. of this article. A new nomination process for the permanent position shall proceed according to Section 3.1.c of this article.
- e. Installation. The Conference Superintendent shall be installed in office at an Annual Meeting of the ECC and assume office on a date determined by the Conference Executive Board.
- f. Term and Tenure. The Superintendent shall serve for a term of 4 years. The Superintendent may be re-nominated for subsequent terms.
- g. Suspension.
  - i. By vote of two-thirds of its elected members, the Executive Board may suspend the Superintendent. The Executive Board may lift the suspension by vote of two-thirds of its elected members.
  - ii. Causes for suspension include failure to perform duties, malfeasance, misfeasance, immorality, indiscretion, unethical behavior, doctrinal error, breach of a fiduciary duty owed to the Conference, breach of a duty of confidentiality owed to the Conference, or breach of a duty of loyalty owed to the Conference.

- iii. Suspension may be with or without pay as the Executive Board may determine.
  - iv. After a suspension, the Executive Board may appoint a person to serve in the capacity of the suspended person on an interim basis.
  - v. If a person is still under suspension at the time of the second Annual Meeting following suspension, the Executive Board shall submit the matter to the Annual Meeting, which shall either remove the suspended person for cause by majority vote or reinstate the suspended person with or without back pay. The Executive Board may, in its discretion, submit the matter to the Annual Meeting at the first Annual Meeting following suspension.
- h. Vacancies. The Executive Board shall declare the position of Superintendent vacant upon the removal, resignation, permanent incapacity, or death of the person holding that position.
  - i. Removal. The Superintendent can be removed only by majority vote of the Annual Meeting.
  - j. Resignation. The Superintendent may resign upon written notice to the Executive Board.
  - k. Permanent Incapacity. The Executive Board shall develop a policy for determining permanent incapacity.
  - l. Filling Vacancies. In the event of a vacancy in the position of Superintendent, the Executive Board shall designate an acting Superintendent. The acting superintendent shall perform all the duties of the superintendent, and when so acting shall have all the powers of and be subject to all the limitations of the superintendent. The permanent position shall be filled in a reasonable and expeditious time period.

*Section 3.2. Associate Superintendent(s).*

- a. Responsibilities. The Associate Superintendent(s) shall be a pastor and officer of the Conference, supervising and promoting its work under the direction of the Executive Board. The Associate Superintendent(s) shall work with and be responsible to the Superintendent. In accomplishing such, the Associate Superintendent(s) shall provide particular leadership in the areas of mission, pastoral care, congregational support, executive operations and coordination with all the ministries and resources of the Conference. The Associate Superintendent(s) shall submit a written report to the Annual Meeting.
- b. Administrative Assignments. The Associate Superintendent(s) shall be an advisory member of the Executive Board except when the Executive Board is acting as the Nominating Committee or Search Committee for naming candidates for the office of Conference Superintendent or Associate Superintendent(s), in which case the Associate Superintendent(s) shall not participate, and except when the Executive Board is performing a job appraisal for the Superintendent or Associate Superintendent(s), in which case the Board may meet in executive session apart from all the ex officio members and advisors. The Associate Superintendent(s) shall fill the Superintendent's role as an ex officio member of all boards, commissions, committees, institutions, and corporations of the Conference when the Superintendent cannot be present.
- c. Selection. Candidates for Associate Superintendent(s) shall be ordained ministers of the ECC in good standing. The Executive Board shall serve as the Search Committee or may appoint a Search Committee for candidates for Associate Superintendent. The Executive Board shall approve the final selection of any candidate for Associate Superintendent.

*Section 3.3.* Chair. The Chair shall preside over all meetings of the Executive Board, sign all necessary legal documents on behalf of the Conference, and provide that all measures adopted by the Executive Board or the Annual Meeting are properly executed. The chair shall also serve as an ex officio member of all Conference committees, commissions and Boards.

*Section 3.4.* Vice Chair. The Vice Chair shall assist the Chair and serve as the Chair when the Chair is absent or unable to perform the duties of the Chair.

*Section 3.5.* Secretary. The Secretary shall perform the duties of a corporate secretary. The secretary shall record and preserve minutes from each meeting of the Executive Board and Annual Meeting, sign all necessary legal documents as required by law, and attend to such correspondence as is necessary to carry out the decisions of the Annual Meeting and Executive Board.

*Section 3.6.* Treasurer. The treasurer shall perform the general duties of a corporate treasurer as the responsible financial officer of the Conference. The treasurer shall submit complete and accurate reports on Conference finances to the Executive Board and to the Annual Meeting. The Treasurer shall chair the Finance Committee of the Executive Board.

*Section 3.7.* The Executive Board may establish additional assistant positions to the offices of secretary and treasurer.

#### **ARTICLE IV            Executive Board**

*Section 4.1.* Duties and Responsibilities of the Executive Board. The Executive Board shall coordinate and implement the common mission of the Conference as developed and articulated by the Annual Meeting, this Constitution and Bylaws, and the mission planning processes of the Conference and ECC. The Executive Board shall carry out its work with an integrity and character consistent with Christian principles. Within this authority and in the course of its duties, the Executive Board shall

- a. be responsible for ensuring that the policies and decisions of the Annual Meeting are carried out;
- b. approve an agenda for each session of the Annual Meeting and recommend it to the Annual Meeting;
- c. appoint a Moderator for each session of the Annual Meeting;
- d. approve a proposed annual budget for the Conference and recommend it to the Annual Meeting;
- e. determine policies and procedures for the appointment and termination of Conference staff, including establishment of salaries and other terms of employment of all employees of the Conference;
- f. assign ex officio and advisor responsibilities for Conference staff on boards, commissions, and committees consistent with other provisions in the bylaws;
- g. delegate such responsibility for the administration of the Conference as may be required by the temporary absence or temporary incapacity of an officer or staff member of the Conference, unless otherwise specified in these Bylaws;
- h. approve the fiscal policy of the Conference;

- i. approve the acquisition, encumbrance, and disposition of the property and assets of the Conference;
- j. promote coordination among the Conference, the ministries of the ECC, and the corporations and institutions of both;
- k. approve the salaries of those in service to the Conference;
- l. adopt a policy concerning insurance coverage and risk management practices for the Conference;
- m. establish Conference ministries;
- n. recommend the establishment of commissions to the Annual Meeting when needed to accomplish Conference ministries;
- o. be known as the Board of Directors or Trustees of the Conference when law or legal instruments require action by the Board of Directors or Trustees of the Conference;
- p. comply with and be responsible for ensuring that the Conference complies with all applicable laws;
- q. appoint members to fill unexpired terms on the Executive Board, commissions, and committees of the Conference;
- r. organize among itself an Executive Committee and appoint other committees necessary to accomplish its tasks; and
- s. perform all other duties consistent with, and as set forth in these bylaws.

*Section 4.2. Composition, Selection and Term of the Executive Board.*

- a. Number and Composition.
  - i. The Executive Board shall have seven to twelve members elected by the Annual Meeting, determined by the Annual Meeting upon recommendation of the Executive Board.
  - ii. The composition shall be reflective of the constituencies of the Conference, particularly geographic representation. No congregation shall have more than two elected members.
  - iii. At least one third of the elected members of the Executive Board shall be lay. At least one third of the elected members of the Executive Board shall be clergy.
  - iv. The Superintendent shall be an ex officio member of the Executive Board.
  - v. The Associate Superintendent(s) shall be an advisory member of the Executive Board.
  - vi. Each commission shall have one advisor to the Executive Board. The Executive Board may designate additional advisors from the Conference staff.
- b. Term of Office. Each elected member of the Executive Board shall be elected for a term of two years, and may be re-elected up to two times. Each term shall begin immediately following the Annual Meeting at which the member was elected, and shall be timed in such a way that the greatest ongoing continuity of the board is maintained.

*Section 4.3.* Officers of the Executive Board. The Executive Board shall elect a chair, vice chair, secretary and treasurer from among its members. Each officer of the Executive Board shall be an elected member of the Executive Board. These officers shall also serve in the same capacity for the Annual Meeting.

*Section 4.4.* Meetings.

- a. The Executive Board shall hold at least three regular meetings in each calendar year. Notice of each regular meeting shall be sent to each member of the Executive Board at least thirty days in advance.
- b. The Executive Board may hold special meetings. A special meeting may be called upon the written approval of four elected members of the Executive Board, by the chair, or by the Superintendent. Notice of each special meeting shall be sent to each member of the Executive Board at least fourteen days in advance, except in emergencies.
- c. A majority of the elected and ex-officio members of the Executive Board shall constitute a quorum for any regular or special meeting of the Board or its committees.
- d. At any meeting, the Executive Board may hold executive sessions from which any or all advisors may be excluded.
- e. When the Executive Board is reviewing the performance or compensation of the Superintendent, the Executive Board shall exclude from its meeting all ex-officio members and all advisors. The President of the ECC shall not be excluded.

*Section 4.5.* Executive Committee. The Executive Committee of the Executive Board shall consist of the chairperson, vice chairperson, secretary, treasurer and Superintendent. The Associate Superintendent(s) shall be advisory members. It shall act for and on behalf of the Executive Board between meetings of and as limited by the Executive Board.

*Section 4.6.* Liaisons from the Executive Board. The Executive Board shall appoint one elected member of the Executive Board to serve as liaison to and ex-officio member of the each commission, institution, corporation and association of the Conference.

*Section 4.7.* Liaisons to the Executive Board. One elected member of the ECC Executive Board shall serve as a liaison to Conference Executive Board.

*Section 4.8.* Standing Administrative Committees. The Executive Board may create standing administrative committees for such purposes as it deems necessary to accomplish its mission, upon such terms and conditions as it sees fit. Each standing administrative committee may have members who are elected members of the Executive Board and up to two additional members appointed by the Executive Board.

## **ARTICLE V                      Conference Ministries**

*Section 5.1.* The Executive Board, as the agent of the Annual Meeting, may establish and govern particular ministries to accomplish the mission of the Conference.



*Section 5.2. Standing Commissions.*

- a. The Executive Board, upon approval of the Annual Meeting, may establish standing commissions to coordinate and make recommendations on Conference ministries assigned to them. The Executive Board shall delineate the scope of the responsibilities for each commission.
- b. Each commission shall consist of at least six members.
- c. The Annual Meeting shall elect members to each commission for terms of three years, except as provided in the Bylaws. The Executive Board may appoint such ex-officio members and advisors as may be appropriate. No elected member shall serve for more than two consecutive full terms.
- d. Each commission shall establish working rules and submit them to the Executive Board for approval, meet at least once a year, submit recommendations to the Executive Board, present reports to the meetings of the Executive Board, and present a written report to Annual Meeting.
- e. Each standing commission shall not exist for more than five years unless the Annual Meeting takes action to extend the life of a commission for another period not to exceed five years. A commission may be renewed an indefinite number of times. During the fifth year of a commission's term, it shall have opportunity to present a rationale to the Executive Board for its continuance or dissolution, which shall then make recommendation to the Annual Meeting.
- f. The list of standing commissions shall be kept current by the secretary and published annually.

*Section 5.3. Special Commissions.*

- a. The Annual Meeting or the Executive Board may establish special commissions to coordinate, study, and make recommendations on matters assigned to them. A special commission shall be responsible to the body that established it.
- b. Each special commission shall be limited to a specific period of time, but may be extended by the body that established it.
- c. The members of a special commission shall be appointed by the Executive Board.
- d. A list of the special commissions shall be kept current by the secretary and published annually.

*Section 5.4. Permanent Commissions.*

- a. The Annual Meeting may establish permanent commissions. These shall be identified in this article of the Bylaws, including responsibilities, composition, selection and accountability.

**ARTICLE VI           Institutions, Corporations, and Associations**

*Section 6.1. Institutions and Corporations.* Upon recommendation of the Executive Board, the Annual Meeting may establish or recognize institutions and corporations to help accomplish the mission of the Conference. These Bylaws shall be amended to add and include the name, purpose, matters requiring Executive Board approval, and matters requiring Conference Annual Meeting approval, for each institution or corporation established.

- a. Administrative Boards for each of the Conference institutions or corporations, called Boards of directors, shall administer the affairs of each of the institutions or corporations in accordance with the Articles of Incorporation and Bylaws of that institution or corporation which shall not be in conflict with any and all provisions of these bylaws applicable to said institution or corporation.
- b. Members of the Boards of Directors of each Conference institution and corporation shall be elected at the Annual Meeting of the Conference and said election ratified by the Executive Board, acting for said institution and corporation in that regard.
- c. No employee of a Conference institution shall serve as an elected member of the Board of Directors of the institution which he serves.
- d. Institutions and corporations recognized by the Conference are:
  - i. Covenant Heights Camp and Retreat Center, near Estes Park, Colorado
  - ii. Covenant Cedars Bible Camp near Hordville, Nebraska
  - iii. Twin Lakes Christian Center near Manson, Iowa
  - iv. Midwest Covenant Home at Stromsburg, Nebraska
  - v. Covenant Bible College- Midwest in Windsor, Colorado

*Section 6.2 Associations.* Associations are self-governing groups of individuals, congregations, and ministries united for the purpose of fellowship, encouragement, and the advancement of a specific mission.

- a. A group seeking to be recognized as an official association by the Conference shall make a written request for approval by the Executive Board. The Executive Board may withdraw recognition of an association.
- b. Associations recognized by the Conference are:
  - i. Ministerial Association of the Midwest Conference
  - ii. Covenant Women Ministries of the Midwest Conference

## **ARTICLE VII            Amendments**

*Section 7.1.* Proposed amendments shall be in harmony with the ECC Constitution and Bylaws.

*Section 7.2.* Amendments to these Bylaws may be proposed in the following ways.

- a. A delegate may introduce a proposed amendment to these Bylaws in writing at an Annual Meeting. Such proposed amendments cannot be acted upon until the next Annual Meeting.
- b. The Executive Board may propose an amendment to these Bylaws in writing at least 120 days prior to the Annual Meeting for action at that Annual Meeting. A delegate may forward a proposed amendment to the Executive Board prior to that time for Executive Board consideration.

*Section 7.3.* At least ninety days before the Annual Meeting when final action is to be taken on a proposed amendment to these Bylaws, the secretary shall send a copy of each proposed amendment to each congregation and shall cause the text of each proposed amendment to be published in an official print publication of the Conference and in any electronic media that the Conference regularly uses for communication with congregations and members of congregations.

*Section 7.4.* A proposed amendment shall be adopted upon the affirmative vote of two-thirds of the delegates present and voting at the Annual Meeting.

#### **ARTICLE VIII            Indemnification and Insurance**

*Section 8.1.* As permitted or required by applicable law and as provided in these Bylaws, the Conference shall indemnify and provide liability insurance for any person acting as an officer, director, employee, or agent of the ECC or of any corporation or other entity established by the ECC. The Executive Board of the ECC shall adopt such policies and take such actions as may be necessary to carry out the provisions of this article.

#### **ARTICLE IX            Fiscal Year**

*Section 9.1.* The fiscal year shall be determined by the Annual Meeting upon recommendation of the Executive Board.

#### **ARTICLE X            Auditors**

*Section 10.1.* The accounts of the Conference shall be audited annually by a firm of certified public accountants and approved by the Executive Board. Conference institutions, corporations and associations, having separate funds, shall be audited annually by a certified public accountant selected by its Board of Directors, but who is independent of said Board.