

CHAPTER II

THE AGENCIES OF ANNUAL CONFERENCE¹

Preamble

An agency of the Church of the Brethren Annual Conference is defined by:

- having received the approval of Annual Conference on the recommendation of Standing Committee. (Note: If Standing Committee approves the request of an organization to become an Annual Conference agency, that request shall normally become new business for the Annual Conference the following year.)
- having separate entity status established by legal incorporation with official documents such as a charter, articles of incorporation, et cetera. By-law changes shall be reported to Annual Conference, except where the agency's by-laws call for the approval of Annual Conference.
- annual reports to Annual Conference, including but not limited to an independently audited financial statement.
- by-laws and an organizational design that provides for the following:
 1. At least one-third of the agency's board of directors or trustees is directly elected by Annual Conference.
 2. No more than one-half of the agency's board is appointed by the board itself and those appointees are confirmed by Annual Conference.
 3. A commitment to providing ministry that is clearly within the scope of Annual Conference directives.
 4. Being the sole provider of those aspects of its ministry that are requested by Annual Conference and if, alternatively, an agency provides part of a ministry collaboratively with another Annual Conference agency or agencies, it will do so in a way that maximizes stewardship of both the human and financial resources of the denomination more effectively than if acting as the sole provider.
 5. Commits to accepting requests from Annual Conference for program initiatives within its designated realm of mission for the denomination, providing the requests have met the conditions specified by Annual Conference for "unfunded Conference mandates."
 6. Has a commitment that, if the agency engages in either collaborative or solo programming initiatives that are not directly requested by Annual Conference, it will allocate adequate ratios of those resources raised within the denomination to those requested programs as evidenced in the mission statement and by-laws of the agency.

The approved agencies of Annual Conference are:

The Church of the Brethren, Inc. (aka Mission and Ministry Board)

Bethany Theological Seminary

The Church of the Brethren Benefit Trust

On Earth Peace Assembly, Inc.

The Church of the Brethren, Inc.²

Bylaws³

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

II. The Agencies of Annual Conference

without the state.

A. Corporate Office

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

B. Registered Agent

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

Section 4. Defined Terms

1. "Board of Directors," "Board," and "Mission and Ministry Board" mean the board of directors of the Corporation.
2. "Congregation(s)" means the local church (es) of the denomination recognized by the various district conferences.
3. "Denomination" means the Church of the Brethren denomination.
4. "Director(s)" means the member(s) of the board.
5. "District" means the regional grouping of congregations.
6. "Standing Committee" means those delegates elected by the districts and the past moderator with nominating, legislative, judicial and envisioning responsibilities for the Annual Conference.

Article Two: Members

Section 1. Identification of Members

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

Additional responsibilities of Annual Conference include:

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

II. The Agencies of Annual Conference

Section 2. Voting Rights

Delegates from each congregation shall represent that member and shall be entitled to vote on such matters that are submitted to a vote of the members at the annual meeting. Each congregation shall be entitled to one delegate for the first 200 active members and one additional delegate for each additional 200 active members or fraction thereof of the congregation. Delegates from each district shall serve as members of the Standing Committee that reviews all new business and makes recommendations to Annual Conference for passage. They also shall be members of the Annual Conference voting body. Each district shall send one delegate for the first five thousand or fewer members and one additional representative for each additional five thousand members or fraction thereof.

Article Three: Meetings

Section 1. Annual Meeting

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

Section 2. Special Meetings

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

Section 3. Notice of Meetings

Written and/or electronic notice stating the place, day, and hour of the annual meeting of the members of the Corporation and, in the case of a special meeting of the members, the purpose or purposes for which the meeting is called, shall be delivered not less than 30 nor more than 60 days before the date of the meeting, or in the case of a removal of one or more directors, a merger, consolidation, dissolution or sale, lease, or exchange of substantially all of the assets, not less than 30 nor more than 60 days before the date of the meeting, by or at the direction of the moderator, general secretary, or Conference secretary, or persons calling the meeting, to each member of the Corporation entitled to vote at such meeting. Additional notices can be provided through denominational communications.

Section 4. Conduct of Meetings

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

Section 5. Quorum.

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

Section 6. Standing Committee Members

In recognition that the membership of the Corporation meets only one time during the calendar year, namely at Annual Conference, any action required of members of the Corporation between annual meetings may be taken by the vote of the delegates of Standing Committee. Notice of such a meeting shall be by first class mail to the members of Standing Committee at the address listed in their registration

II. The Agencies of Annual Conference

for the prior Annual Conference.

Article Four: Annual Conference Officers

Section 1. Annual Conference Officers

The Annual Conference officers include the moderator, the moderator-elect, and the Annual Conference secretary.

The Annual Conference officers shall list queries for consideration by Annual Conference that in their judgment have fulfilled the preliminary steps. They shall have the responsibility of informing the congregations and delegates prior to Annual Conference of the items of business that will come before the Annual Conference. They shall study the Annual Conference business and allocate the amount of time for each item. They shall set the orders of the day for business sessions, but these may be adjusted by action of the delegate body if need arises. The Annual Conference officers shall appoint messengers, tellers, the timekeeper, and other people as needed for implementing the Annual Conference business. No ratification of these appointments is needed. The officers shall appoint such committees as are not provided for otherwise.

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

Section 2. The Moderator and Moderator-Elect

A. Term of service

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

- Moderator-elect. The moderator is elected one year in advance of beginning a year of service as moderator. The moderator-elect serves as moderator when the moderator is unable to perform the duties of moderator.
- Moderator. The moderator-elect becomes moderator at the close of the Annual Conference a year following election and continues in that office until the following Annual Conference.
- Past Moderator. The moderator becomes the past moderator after serving one year as moderator concluding with the Annual Conference. The past moderator serves as a voting member of Standing Committee for one year.

B. Eligibility

Any active member of the Church of the Brethren may serve as moderator. During the three years of service, a moderator cannot be employed by or serve on the board of directors of Church of the Brethren, Inc., or of an agency reportable to Annual Conference.

C. Duties

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

Section Three. The Annual Conference Secretary

II. The Agencies of Annual Conference

A. Qualifications and Tenure

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

B. Duties

The secretary shall record the minutes of Standing Committee and of Annual Conference and shall publish the Annual Conference minutes. The secretary shall serve as a member of the Annual Conference program and arrangements committee. The secretary shall

- keep the minutes of the board of directors,
- see that all notices are given according to these bylaws or as required by law;
- have custody of the corporate records;
- keep a register of the post-office addresses of each member;
- in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the Annual Conference officers or the board of directors;
- serve as an ex officio member of the board of directors without vote.

C. Assistant Secretary

The Conference secretary may appoint such assistant secretaries as necessary.

Article Five: Leadership Team

Section 1. Purpose

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

- coordinate denominational envisioning;
- delegate tasks from the actions of Annual Conference;
- interpret Annual Conference decisions and denominational polity;
- review recommended changes to Annual Conference policies and guidelines;
- general oversight for Annual Conference, in consultation with the Annual Conference program and arrangements committee, the Conference director, and the Corporation treasurer;
- serve as executive committee for Annual Conference;
- propose and review bylaw changes for the Corporation to Standing Committee, in consultation with the board of directors

Section 2. Membership

The leadership team consists of the current moderator, moderator-elect, Conference secretary, and the general secretary.

Article Six: Board of Directors

Section 1. Role of the Board of Directors

The affairs of the Corporation shall be managed by the board of directors, also known as the Mission and

II. The Agencies of Annual Conference

Ministry Board. The board as a whole shall consider and evaluate all phases of its program and determine the general policies and budget needs in each area of its activities. All questions related to policies, program, and budget needs shall be submitted to and passed upon by the board as a whole.

Section 2. Directors

A. Term of Office and Number

1. Term

Directors shall serve five-year terms. Directors shall not be eligible for another term until two years after completing the prior term. A director who serves less than half of an unexpired term may serve a full five-year term.

2. Number and geographic balance

The board shall consist of 17 voting directors. Ten directors shall be elected by Annual Conference. There shall be five at-large directors elected by the board and affirmed by Annual Conference, to obtain specific skills and gifts needed. The chair and the chair-elect shall also be directors. Of the 10 elected directors, two shall come from each of five areas of the denomination, with staggered terms to ensure continuity. Directors shall represent the entire denomination rather than a specific area. The purpose of election from areas is to ensure geographic balance on the board. If a director moves out of that area while serving on the board, that person shall continue as a director as if living in the original area. There shall be no more than two directors from a district and only one director from a congregation.

3. Area Composition by Districts

- *Area One:* Atlantic Northeast, Southern Pennsylvania, Middle Pennsylvania, Western Pennsylvania, Mid-Atlantic;
- *Area Two:* Northern Ohio, Southern Ohio, Northern Indiana, South-Central Indiana, Michigan, Illinois-Wisconsin;
- *Area Three:* Atlantic Southeast, West Marva, Shenandoah, Southeastern, Virginia;
- *Area Four:* Northern Plains, Western Plains, Missouri-Arkansas, Southern Plains.
- *Area Five:* Idaho, Oregon-Washington, Pacific Southwest.

4. Number and terms during transition

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

B. Ex officio Directors

The chief executive officers of Bethany Theological Seminary, the Brethren Benefit Trust, and On Earth Peace shall be ex officio members of the board. A member of the Council of District ~~of~~ Executives appointed by that organization shall be an ex officio member of the board. The board shall include any other ex officio directors designated by the board. These persons shall serve in a consultative, non-voting capacity.

C. Qualifications

II. The Agencies of Annual Conference

Persons considered for election to the board shall exhibit qualities of consecrated Christian living in home, church, and community. They shall be persons who are committed to the mission of the church and conversant with issues of the day. They shall possess competencies needed in the work of the board and be willing to give the major time and effort required for active participation in dealing with the concerns before the board and the denomination.

D. Eligibility

Any active member of the Church of the Brethren may serve on the board. The board may from time to time select one person who is not a member of the Church of the Brethren as an at-large director. A director cannot be employed by the Corporation. A director cannot be employed by or serve on the board of an agency reportable to Annual Conference, nor can a director be the executive/minister or associate executive/minister of a district. A director cannot serve as a congregational or Standing Committee delegate to Annual Conference.

E. Vacancies

Any vacancies or unfulfilled terms of elected members on the board shall be filled by the nominating committee of Standing Committee. Any vacancies or unfulfilled terms of at-large members of the board shall be filled by appointment by the board. If the vacancy is in a board position elected from one of the areas, then the new member called to fill that vacancy shall come from the same area. All such appointments shall be ratified by the subsequent Annual Conference.

F. Responsibilities

All directors shall participate in all board activities, except that ex officio members shall not vote. Only the voting directors shall meet to consider personnel matters. Only voting directors shall be eligible to serve as officers of the board.

G. Disqualification of Director

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

Section 3. Meetings of the Board of Directors

A. Voting

All voting rights are vested in the board of directors. The board shall exercise all the powers ~~and~~ to perform all acts permitted by the articles of incorporation and these bylaws.

B. Board Organizational Meeting

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

C. Other Regular Meetings

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

D. Special Meetings

Special meetings of the board may be called at any time or place by the chair or shall be called upon the written request of any five (5) voting directors given to the Annual Conference secretary.

II. The Agencies of Annual Conference

E. Notice

Written notice of any special meeting of the board shall be given to each director. Whenever notice is required within these bylaws, it may be given either personally, by mail, electronic mail, or fax. Timely actual knowledge of a meeting or action is effective notice. When given by mail, the notice of any proposed meeting shall be given by first-class mail, deposited at least seven days prior to the meeting. Electronic mail, telephone, fax, or personal notice shall be communicated at least three days prior to any meeting. Notice of a conference call in which action is to be taken shall be at least 24 hours prior to the conference call, if practicable. Notice of any special meeting of the board may be waived in writing signed by the person or persons entitled to such notice either before or after the time of the meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted nor the purpose of any regular or special meeting of the board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

F. Quorum

A majority of the current voting directors shall be present at all meetings to constitute a quorum for the transaction of any business, except to adjourn.

G. Manner of Acting

The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board, unless the act of a greater number is required by statute, the articles of incorporation, or these bylaws.

H. Action without Meeting

Any action required to be taken at a board meeting, or any other action which may be taken at a board meeting, may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the directors entitled to vote with respect to the subject matter thereof.

I. Attendance by Telephone or Electronic Equipment

Directors may participate in any board meeting through the use of a conference telephone or other communications equipment by means of which all individuals participating in the meeting can communicate with each other, and such participation in a meeting shall constitute presence in person at the meeting.

J. Compensation

Directors shall not receive any stated salaries for their services, but by resolution, expenses of the meeting will be paid for each regular or special meeting of the board. Nothing in these bylaws shall be construed to preclude any director from serving the Corporation in any other capacity and receiving reasonable compensation in that capacity.

K. Open Meetings

The board meetings are open to the public, except for executive sessions that deal with personnel issues, litigation, or sensitive matters.

Section 4. Organization of the Board of Directors

A. Executive Committee

II. The Agencies of Annual Conference

The executive committee shall be composed of the chair and the chair-elect of the board; two members at large called by the board; and the general secretary who shall serve without vote. The Annual Conference moderator shall serve as an ex officio member of the committee without vote. The functions of the executive committee are to:

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

Meetings may be called at any time by the chair, and shall be called by the chair or the general secretary upon the request in writing of any three members of the executive committee. In all meetings of the executive committee, a quorum for the transaction of business shall consist of a majority of the voting members. Three affirmative votes shall be required on all matters in which the executive committee acts for or on behalf of the board. On other matters a simple majority shall apply.

B. Mission and Ministries Planning Council

1. Composition

The mission and ministries planning council shall be composed of the board chair, one director called by the board, the general secretary, one executive director called by the board's senior staff, Annual Conference moderator, Annual Conference moderator-elect, and two district executives/ministers named by the Council of District Executives (CODE). The district executives/ministers shall serve alternating three-year terms. The general secretary shall chair this council.

2. Function

The primary function of the mission and ministries planning council is to provide a continuous interface between the members, congregations, and districts with the ministries of Annual Conference through the board. The council shall receive and review ideas for new ministries and missions from congregations, districts, and Standing Committee.

Through a process of discernment, the council will then make recommendations to the board. Discernment is to be through prayerfully studying the scriptures, listening for the voice of the Holy Spirit, and facilitating a means for listening to the voices of sisters and brothers in Christ.

C. Other Committees

To facilitate the ability of the board to handle effectively its wide-ranging responsibilities, it shall be authorized to enlist the services of task teams and specialists. These ad hoc appointments shall be directly responsible to the board through the executive committee. The board may organize itself into whatever committees or groups that would most effectively utilize the expertise of the director and meet needs and functions as they arise. The board may also enlist the services of task teams or specialists to facilitate further the capability of the board to handle effectively its wide-ranging responsibilities.

Section 5. Miscellaneous

A. Contracts

The board may authorize any officer, officers, agent, or agents of the Corporation to enter into any

II. The Agencies of Annual Conference

contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

B. Fiscal Year

The fiscal year of the Corporation shall begin on the first day of January each year or as fixed by resolution of the board.

C. Waiver of Notice

Whenever any notice is required to be given under law, the articles of incorporation, or the bylaws, a waiver in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article Seven: Officers

Section 1. Officers

The Corporation shall have the following officers: the chair, the chair-elect, the Annual Conference secretary, the treasurer, and the general secretary. The chair-elect shall be elected by the board from its current members. Both chair and chair-elect shall serve two year terms. 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 dealt with under Article 6, Section 2(E). The treasurer is appointed by the general secretary and confirmed by the board.

A. Chair

The chair shall serve as chair of the board of directors and the executive committee and shall preside at all meetings of the board and the executive committee. The chair is an ex officio member, without vote, of all committees, unless otherwise specified.

B. Chair-Elect

The chair-elect shall perform the duties of chair of the board of directors during such period as the chair of the board is absent or unable to perform those duties, or otherwise at the request of the chair. The chair-elect shall perform such duties and have such other powers as shall be assigned by the chair or the board. In the absence of the chair or in the event of his or her inability or refusal to act, the chair elect shall perform the duties of the chair. The chair-elect shall serve as chair of the board development committee.

C. Treasurer

The treasurer shall have charge of and be responsible for the maintenance of adequate books of account for the Corporation; have charge and custody of all funds and securities of the Corporation, and be responsible for the receipt and disbursement thereof; and perform all duties incident to the office of a treasurer and such other duties as may be assigned by the chair or the board. The treasurer, in addition, shall have the authority to receive and to negotiate the receipt of all monies, other personal property, real property and other assets to be distributed to the Corporation by gift, contract, bequest, devise, or otherwise. The treasurer shall have the authority and responsibility to invest all corporate assets, including without limitation the ability to buy and sell stocks, bonds, and other securities; to deliver negotiable or non-negotiable instruments, evidences of indebtedness or other documents; and to pledge, endorse, assign, and transfer any and all documents, stocks, bonds, or other property of the Corporation as

II. The Agencies of Annual Conference

necessary to effectuate the duties of the treasurer. With the approval of the board, the treasurer may delegate specified duties to an assistant treasurer or other person for the effective conduct of the affairs of the Corporation.

D. General Secretary

The board shall employ a general secretary, whose functions shall include the following:

- carry overall responsibility for planning, coordination, and evaluation of the program administered by the board;
- serve as chief ecumenical officer for the denomination.
- perform such duties usually vested in the president of a corporation;
- serve as the chief executive officer of the board;
- be responsible for hiring such staff as are necessary to carry forward the program of the board;
- serve as an ex officio member, without vote, of the board and the executive committee.
- serve as a member and the convener of the leadership team.

E. Acting General Secretary

Each year the general secretary, in consultation with the executive committee, shall appoint a senior staff member to act as general secretary in the general secretary's absence or inability to perform usual duties.

Article Eight: Indemnification and Insurance

Section 1. Power to Hold Harmless

The Corporation may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by any such person in connection with such action, suit, or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

Section 2. Power to Indemnify Litigant

The Corporation may indemnify any person who was or is a party, or threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys'

II. The Agencies of Annual Conference

fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, provided that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

Section 3. Reimbursement

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

Section 4. Determination if Reimbursement Is Proper

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

Section 5. Advance of Expenses

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

Section 6. Non-exclusivity

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

Section 7. Right to Acquire Insurance

The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to

II. The Agencies of Annual Conference

indemnify such person against such liability under the provisions of this section.

Section 8. Notice to Board

If the Corporation has paid indemnity or has advanced expenses under this section to a director, officer, employee, or agent, the Corporation shall report the indemnification or advance in writing to the members entitled to vote with or before the notice of the next meeting of such members.

Article Nine: Relationship to Denominational Polity

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

Article Ten: Distribution of Assets

In case of the dissolution of the Corporation, all the remaining funds and property of the Corporation, if any, shall be distributed to such religious and charitable institution or institutions who then qualify as exempt organizations under 501(c)(3) of the Internal Revenue Code as the board may deem appropriate, to be used exclusively for the religious or charitable purposes for which the Corporation is organized, and no part thereof shall accrue to, or be distributed or paid to, any private individual.

Article Eleven: Amendment of These Bylaws

These bylaws may be amended either of two ways:

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

Bethany Theological Seminary⁴

I. Mission and Purpose

The mission statement adopted by the Board of Trustees defines the purpose of Bethany Theological Seminary as follows:

Bethany Theological Seminary as a graduate school and academy seeks to prepare people for Christian ministry and to educate those called as witnesses to the Gospel of Jesus Christ in the cities and communities of the world.

Bethany's educational program bears witness to the beliefs, heritage, and practices of the Church of the Brethren in the context of the whole Christian tradition.

To achieve its mission Bethany Theological Seminary

- Grounds its education in the confession that Jesus Christ is Lord and Savior of the

II. The Agencies of Annual Conference

world and in the acceptance of the New Testament as our guide to faith and practice.

- Features the historic Brethren testimonies of community, peace, justice, reconciliation, service and simplicity.
- Advocates a learning process that grounds theological education in a spiritual formation within the life and ministry of communities of faith.
- Affirms a style of education that brings us into close relationship with congregation, the world-wide church, the people of the world, and God's creation.
- Seeks to equip the whole church to better discern its faith and calling.
- Invites into the community persons of both genders, and all of the races, nations, and confessions.

II. Educational Programs

As a graduate school and academy, Bethany is responsible to provide programs of theological education and ministry training for leadership in the Church of the Brethren.

A. The Graduate School

The graduate school offers two graduate degree programs, both accredited by the Association of Theological Schools in the United States and Canada and the North Central Association of Colleges and Schools, accredited agencies recognized by the U. S. Department of Education. The Master of Divinity (M.Div) program is a professional degree program designed to prepare persons for church-related ministries requiring ordination. The Master of Arts in Theology (M.A.Th.) is an academic degree program of theological reflection and research. It serves as the basis for further graduate study in religion and for developing a theological perspective for church and non-church vocations.

The graduate school also offers a Certificate of Achievement in Theological Studies (C.A.T.S.,) offering students opportunity to experience the breadth of theological curriculum by taking a series of graduate courses. Another option, called the Special Study Emphases enables students to undertake a special study focus, such as peace studies or youth and young adult ministry.

B. The Academy

The Brethren Academy for Ministerial Training is a partnership of Bethany Theological Seminary and the Church of the Brethren General Board. The Academy provides administrative oversight and programmatic opportunities for certificate-level ministry training within the Church of the Brethren. Among them are Education for a Shared Ministry (ESFM), a three year program combining lay and pastoral training for leadership in small congregations, and Training in Ministry (TRIM), a three year program designed for the person who is not able to participate in the degree programs of the Seminary but who desires training in pastoral leadership. The Academy also provides continuing education opportunities and works with Church of the Brethren districts in designing certificate-level training programs.

III. Organization

A. Trustees

The overall management of Bethany Theological Seminary, Inc. is the responsibility of a Board of Trustees, whose duties include:

- Represent the seminary to its constituencies and solicit adequate financial support to undergird institutional purposes and objectives.
- Control and manage the corporation's affairs, including the property and its funds, for the highest good of the institution.

The trustees perform their duties in harmony with the purposes of the corporation, as declared in the Articles of Incorporation. The trustees may change, alter or amend the Articles of Incorporation at any regular or specially called meeting providing a quorum is present.

B. Membership of the Board of Trustees

The Board of Trustees consists of twenty-one (21) persons selected as follows:

- The duly authorized and acting president of the seminary shall be ex-officio trustee with vote.
- Twenty (20) individuals elected or confirmed by the Annual Conference of the Church of the Brethren, selected as follows:
 - One (1) trustee is nominated by the Alumni Association and confirmed by Annual Conference.
 - Nine (9) trustees are nominated by Standing Committee and elected by Annual Conference: three (3) representing Church of the Brethren colleges; three (3) representing the ministry; and three (3) representing the laity of the church.
 - Ten (10) trustees are nominated by the Development Committee of the Trustee Board, elected by the Board, and confirmed by Annual Conference.

All trustees are elected for a five (5) year term and may be reelected for one additional consecutive term.

There are two ex-officio trustees who serve with voice but without vote. They are (1) the General Secretary of the General Board of the Church of the Brethren, and (2) one District Executive elected by the Council of District Executives of the Church of the Brethren and confirmed by the Board of Trustees.

IV. Officers

The officers of Bethany Theological Seminary include:

- The president, who functions as the chief executive officer of the corporation and discharges the duties that pertain to the office of the president.

II. The Agencies of Annual Conference

- The academic dean, who is charged with the operation of the academic affairs of the seminary, working under the direction of the president.
- The treasurer, who has the custody of and responsibility for the corporate funds and securities, working under the direction of the president.

The Church of the Brethren Benefit Trust⁵

I. Background

The Brethren Benefit Trust began as the Pension Board in 1943 with the start of the Ministerial and Missionary Pension Plan. It operated as the Pension Board until 1988 when Annual Conference approved a new name, Church of the Brethren Benefit Trust, with a separately constituted board of directors. The Brethren Benefit Trust also operates as the Brethren Benefit Trust, Inc. and the Brethren Foundation, Inc.

II. Purpose

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

III. Function

The Brethren Benefit Trust shall provide financial programs and services through Brethren Benefit Trust, Inc., and Brethren Foundations, Inc., which focus on fiduciary responsibility, mutual support, Christian stewardship, and respond to the needs and interests of local churches, church members, church agencies and employees, such as the following:

- Pension benefit plans
- Medical insurance and other welfare plans
- Financial assistance programs
- Tax information
- Financial management consulting and training
- Financial operations administration and support
- Information services and systems development and managements
- Banking and loan services
- Investment management
- Mutual insurance products
- Financial and estate planning
- Deferred gifts development and management

IV. Governance and Reportability

II. The Agencies of Annual Conference

The Brethren Benefit Trust is an official agency of the Church of the Brethren as authorized by the Annual Conference and shall report to the Annual Conference on matters of organization and function. An annual report, including an audited financial statement, shall be made to the Conference for its review and approval. Reports of programs and services shall also be made to districts, local churches, agencies, employees and the general church membership.

V. Authority

The Brethren Benefit Trust shall have the authority to:

- Establish, modify, interpret, and maintain programs, products, and services that it may elect to develop and implement.
- Develop alliances and subsidiary organizations (either not for profit or for profit, or corporations, partnerships, or limited liability companies) to which it may assign authority and responsibility for programs, products and services.
- Act in any lawful manner to fulfill the purposes of the Brethren Benefit Trust.

VI. Bylaws

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

VII. Funding for Services

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

VII. Board of Directors

Membership. The Brethren Benefit Trust Board shall be composed of twelve (12) voting members and two (2) ex-officio members without vote. The process of nomination and election of board members is designed to represent and involve key constituents who are most effected by BBT=s programs, as follows:

Four (4) directors are nominated by Standing Committee and elected by Annual Conference.

Four (4) directors are to elected by a majority vote of the members of the Church of the Brethren Pension and Insurance plans under procedures established by the directors of the Brethren Benefit Trust.

Four (4) directors are to elected by the board of directors of the Brethren Benefit Trust under procedures set forth in its bylaws and subject to approval by the Annual

II. The Agencies of Annual Conference

Conference.

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

The president of the Church of the Brethren Benefit Trust and the General Secretary of the General Board shall serve as ex officio members of the board without vote.

Eligibility. The seven board members elected or approved by Annual Conference shall meet the following qualifications:

- Be a member of the Church of the Brethren.
- Have a general knowledge of pension, insurance, and foundation programs.
- Have some expertise in the field of finance and accounting, investments, insurance, health care, law, deferred gift instruments, information systems, employee benefits or personnel administration.
- Have sensitivity to the concerns and values of the Church of the Brethren and to the persons and agencies they represent.

Officers of Annual Conference, members of Standing Committee, and members of the boards of other agencies reportable to Annual Conference shall be ineligible to serve concurrently as directors of the Brethren Benefit Trust.

Terms of Service. Board members shall serve for a period of four years and be eligible for a maximum of two consecutive terms. There shall be a lapse of one year before a director is eligible for election to additional terms. The directors of Brethren Benefit Trust may elect a successor director to fill the unexpired terms of any director in the event of a vacancy due to resignation or death of a director before the end of a term. Partial terms of two years or less shall not be counted in considering eligibility for reelection.

On Earth Peace Assembly, Inc.⁶

I. Name and Background

The legal name of the agency is On Earth Peace Assembly, Inc. The name commonly used in the agency and in the denomination is On Earth Peace. On Earth Peace was founded in 1974 and has its offices in New Windsor, Maryland, at the Brethren Service Center.

II. Mission Statement

On Earth Peace Assembly is a movement grounds in the Church of the Brethren, dedicated to following the teachings of Jesus Christ in renewing and living out our biblical and denominational heritage of peace. Its purpose, through religious and educational activities, is to empower people to discern the things that make for peace in ourselves, within families, in our global environment, among nations and to advocate peace and justice, seeking the realization of God's will on earth as it is in heaven.

II. The Agencies of Annual Conference

III. Program Areas

On Earth Peace Assembly is committed to the following program areas for denominational ministry:

A. **Peacemaker Formation.** On Earth Peace provides educational retreats, training events, and volunteer opportunities for all who seek to develop their faith-based beliefs and skills as peacemakers. Congregations and districts can host peace retreats and training events by inviting On Earth Peace to provide leadership at local, district, and regional gatherings.

B. **Conflict Transformation.** The conflict transformation program of On Earth Peace is called the Ministry of Reconciliation. It is dedicated to encouraging, equipping, and empowering persons to be open to the work of the Spirit in our midst for whole and healthy relationships between sisters and brothers. This program serves the church through educational events, facilitation of meetings and group processes, and conflict intervention.

C. **Peace Witness.** The goal of the peace witness program is to lead the Church of the Brethren, especially at the congregational level, in nurturing Spirit-filled discipleship and active responses to violence. This witness is based on a biblical and denominational grounding in Christ=s way of peace and redemptive love, even love of enemies. The peace witness program educates and moves persons toward nonviolent action and challenges congregations and individuals to play an active role in being a living peace church.

IV. Relationship to Annual Conference

In 1998, Annual Conference adopted On Earth Peace as an agency accountable to Annual Conference. This relationship is carried out in many ways, including the following:

- Annual Conference may assign to On Earth Peace tasks and responsibilities which relate to the agency's mission and program.
- On Earth Peace may bring items of business directly to Annual Conference.
- On Earth Peace is accountable to the larger church through Annual Conference,. On Earth peace will bring written and oral reports to Annual Conference, including an audited financial report, and these are subject to the acceptance of the Conference delegates.
- Annual Conference elects one third of the members of the On Earth Peace Board of Directors.

V. Composition of the Board

The Board of Directors for On Earth Peace shall consist of fifteen (15) members, five of which are elected by Annual Conference delegates from nominations submitted by the Standing

II. The Agencies of Annual Conference

Committee nominating committee. One of these members shall be elected each year.

The remaining ten members of the Board shall be elected by the Board itself, two members each year, to be confirmed by the following Annual Conference.

The term of service for all Board members shall be five years.

VI. Relationship to Other Agencies

On Earth Peace will work in cooperation with all other Annual Conference-related agencies in a responsible and mutually-supportive spirit, seeking to serve the larger good of the denomination and of God's work in the world. In the same spirit, On Earth Peace will work cooperatively with all other elements of the church, including congregations, districts, and other entities.

¹ 1998 Minutes (1995-1999), "Association of Brethren Caregivers' Request for Reportability/Accountability to Annual Conference," 800-804; "OEPA Request for Reportability/Accountability to Annual Conference," 805-806. These documents set forth the standards for identifying an agency of Annual Conference.

² The Church of the Brethren, Inc. is the successor to the General Board. For historical perspective, the role and organization of the General Board is set forth in the 1968 Annual Conference Minutes (1965-1969), "Reorganization of the General Brotherhood Board," 341-344. A significant restructure took place in 1997 (see Minutes [1995-1999], "The New Design of General Board," 610-617), and polity changes made at that time are footnoted. Another significant revision to the General Board polity was approved by the 2005 Annual Conference: 2005 Minutes, 241-250. In 2008 Annual Conference approved a restructuring that created the Church of the Brethren, Inc.

³ The Church of the Brethren, Inc. is the successor to the General Board, following a restructuring of the General Board and the Association of Brethren Caregivers in 2008. Annual Conference 2008 approved preliminary bylaws for the new Corporation. The version printed here represents a revision of those bylaws that is before the 2010 Annual Conference for approval.

⁴ 1947 Minutes (1945-1954), "Brotherhood Organization," 79; 1972 Minutes (1970-1964), "Bethany Seminary Study Committee," 235; 1974 Minutes (1970-1974), "A Plan to Establish a Bethany Seminary Fund..." 443; 1977 Minutes (1975-1979), "Revision of the Member-at-Large Category of the Bethany Board of Directors," 356. See also 1925 Minutes (1920-1930), "Commission on Educational Problems," 5-6.

⁵ 1943 Minutes (1941-1950), "Retirement Plan for Ministers and Missionaries," 4-10; 1968 Minutes (1965-1969), "Reorganization of the General Brotherhood Board," 343; 1982 Minutes (1980-1984), "Church of the Brethren Pension Plan Restated," 424-434; 1986 Minutes (1985-1989), "General Board/Pension Board Relationship," 319-320; 1987 Minutes (1985-1989), "Pension Board Restructure Committee Report," 476-478; 1989 Minutes (1985-1989), "Brethren Benefit Trust Document Revisions," 906-907; 1990 Minutes (1990-1994), "Ratification of Brethren Benefit Trust Actions," 131-133; 1991 Minutes (1990-1994), "Ratification of Brethren Benefit Trust Actions," 342; 1993 Minutes (1990-1994), "Proposed Change to Brethren Benefit Trust Articles of Organization," 630; 1998 Minutes (1995-1999), "Changes to the Brethren Benefit Trust," 791-794; 2006 Minutes, "Church of the Brethren Benefit Trust Articles of Organization, Proposed Revisions," 541-544.

⁶ 1998 Minutes (1995-1999), "On Earth Peace Assembly Request for...", 805-806. See also 1983 Minutes (1980-1984), "Request of the On Earth Peace Assembly for...", 587-590.