

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

- 1 • reviewing the work of the denomination as presented to Annual
2 Conference in the reports of the board of directors and other institutions of
3 the denomination;
- 4 • projecting the program of the denomination, determining the new fields of
5 endeavor, plans for advance, and all other necessary matters;
- 6 • disposition of queries;
- 7 • receiving the reports of committees appointed to deal with specific prob-
8 lems in the life of the denomination; and
- 9 • determining what resolutions shall be the voice of the Church of the
10 Brethren on the issues of the day.

11
12 *Section 2. Voting Rights*

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

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25

26 **Article Three: Meetings**

27

28 *Section 1. Annual Meeting*

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30 An annual meeting of the members of the Corporation shall be held each year. The
31 Annual Conference of the Church of the Brethren shall be the annual meeting of
32 the members of the Corporation.

33

34 *Section 2. Special Meetings*

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

39

40 *Section 3. Notice of Meetings*

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42 Written and/or electronic notice stating the place, day, and hour of the annual meet-
43 ing of the members of the Corporation and, in the case of a special meeting of the
44 members, the purpose or purposes for which the meeting is called, shall be delivered
45 not less than five 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 20 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 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.

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

3

4 *Section 2. The Moderator and Moderator-Elect*

5

6 A. Term of service

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

8 • Moderator-elect. The moderator is elected one year in advance of beginning
9 a year of service as moderator. The moderator-elect serves as moderator
10 when the moderator is unable to perform the duties of moderator.

11 • Moderator. The moderator-elect becomes moderator at the close of the
12 Annual Conference a year following election and continues in that office
13 until the following Annual Conference.

14 • Past Moderator. The moderator becomes the past moderator after serving
15 one year as moderator concluding with the Annual Conference. The past
16 moderator serves as a voting member of Standing Committee for one year.

17

18 B. Eligibility

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

23

24 C. Duties

25 • preside over all sessions of Standing Committee and of Annual Conference,
26 and to act as the official representative of the denomination;

27 • contact or attend district and other Brethren conferences;

28 • serve ex officio as a member of the board of directors in a consultative, non-
29 voting capacity;

30 • represent the denomination at strategic interchurch conferences;

31 • serve as the chairperson of the Annual Conference program and arrange-
32 ments committee;

33 • give a “state of the church” address at Annual Conference.

34

35 *Section Three. The Annual Conference Secretary*

36

37 A. Qualifications and Tenure

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

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- B. Duties 1
- The secretary shall record the minutes of Standing Committee and of 2
Annual Conference and shall publish the Annual Conference minutes. The 3
secretary shall serve as a member of the Annual Conference pro- 4
gram and arrangements committee. The secretary shall 5
 - keep the minutes of the board of directors, 6
 - see that all notices are given according to these bylaws or as required by law; 7
 - have custody of the corporate records; 8
 - keep a register of the post-office addresses of each member; 9
 - in general perform all duties incident to the office of secretary and such 10
other duties as from time to time may be assigned the Annual Conference 11
officers or the board of directors; 12
 - serve as an ex officio member of the board of directors without vote. 13

C. Assistant Secretary 14
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The Conference secretary may appoint such assistant secretaries as necessary. 16

Article Five: Leadership Team 17
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Section 1. Purpose 20
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There shall be a leadership team to provide executive leadership for the committees 22
and general oversight of Annual Conference and to be a liaison between Annual 23
Conference and the Corporation. Specific functions of the leadership team shall 24
include: 25
coordinate denominational envisioning; 26
delegate tasks from the actions of Annual Conference; 27
interpret Annual Conference decisions and denominational polity; 28
review recommended changes to Annual Conference policies and guidelines; 29
general oversight for Annual Conference, in consultation with the Annual 30
Conference program and arrangements committee, Executive Director of Annual 31
Conference, and the Corporation treasurer; 32
serve as executive committee for Annual Conference; 33
propose and review bylaw changes for the Corporation to Standing Committee, in 34
consultation with the board of directors. 35
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Section 2. Membership 37
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The leadership team consists of the current moderator, moderator-elect, Conference 39
secretary, and the general secretary. 40
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1 Article Six: Board of Directors

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

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5 The affairs of the Corporation shall be managed by the board of directors, also
6 known as the Mission and Ministry Board. The board as a whole shall consider and
7 evaluate all phases of its program and determine the general policies and budget
8 needs in each area of its activities. All questions related to policies, program, and
9 budget needs shall be submitted to and passed upon by the board as a whole.
10

11
12 *Section 2. Directors*

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14 A. Term of Office and Number

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16 1. *Term*

17 Directors shall serve five-year terms. Directors shall not be eligible for
18 another term until two years after completing the prior term. A director
19 who serves less than half of an unexpired term may serve a full five-year
20 term.
21

22 2. *Number and geographic balance*

23 The board shall consist of 17 voting directors. Ten directors shall be elect-
24 ed by Annual Conference. There shall be five at-large directors elected by
25 the board and affirmed by Annual Conference, to obtain specific skills and
26 gifts needed. The chair and the chair-elect shall also be directors. Of the 10
27 elected directors, two shall come from each of five areas of the denomina-
28 tion, with staggered terms to ensure continuity. Directors shall represent the
29 entire denomination rather than a specific area. The purpose of election
30 from areas is to ensure geographic balance on the board. If a director moves
31 out of that area while serving on the board, that person shall continue as a
32 director as if living in the original area. There shall be no more than two
33 directors from a district and only one director from a congregation.
34

35
36 3. *District representation by Areas*

- 37 • *Area One:* Atlantic Northeast, Southern Pennsylvania, Middle
38 Pennsylvania, Western Pennsylvania, Mid-Atlantic;
- 39 • *Area Two:* Northern Ohio, Southern Ohio, Northern Indiana,
40 South-Central Indiana, Michigan, Illinois-Wisconsin;
- 41 • *Area Three:* Atlantic Southeast, West Marva, Shenandoah,
42 Southeastern, Virginia;
- 43 • *Area Four:* Northern Plains, Western Plains, Missouri-Arkansas,
44 Southern Plains;
- 45 • *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. Exofficio 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

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.

1 F. Responsibilities

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

5

6 G. Disqualification of Director

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

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

12

13 A. Voting

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

17

18 B. Board Organizational Meeting

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

22

23 C. Other Regular Meetings

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

29

30 D. Special Meetings

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

34

35 E. Notice

36 Written notice of any special meeting of the board shall be given to each director.
37 Whenever notice is required within these bylaws, it may be given either personally,
38 by mail, electronic mail, or fax. Timely actual knowledge of a meeting or action is
39 effective notice. When given by mail, the notice of any proposed meeting shall be
40 given by first-class mail, deposited at least seven days prior to the meeting.
41 Electronic mail, telephone, fax, or personal notice shall be communicated at least
42 three days prior to any meeting. Notice of a conference call in which action is to be
43 taken shall be at least 24 hours, if practicable. Notice of any special meeting of the
44 board may be waived in writing signed by the person or persons entitled to such
45 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

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

1 serve without vote. The Annual Conference moderator shall serve as an ex officio
2 member of the committee without vote. The functions of the executive committee
3 are to:

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

14
15 Meetings may be called at any time by the chair, and shall be called by the chair or
16 the general secretary upon the request in writing of any three members of the exec-
17 utive committee. In all meetings of the executive committee, a quorum for the
18 transaction of business shall consist of a majority of the voting members. Three affir-
19 mative votes shall be required on all matters in which the executive committee acts
20 for or on behalf of the board. On other matters a simple majority shall apply.

21 22 B. Mission and Ministries Planning Council

23 24 1. Composition

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

32 33 34 2. Function

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

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

44
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C. Other Committees 1
To facilitate the ability of the board to handle effectively its wide-ranging 2
responsibilities, it shall be authorized to enlist the services of task teams and 3
specialists. These ad hoc appointments shall be directly responsible to the 4
board through the executive committee. The board may organize itself into 5
whatever committees or groups that would most effectively utilize the 6
expertise of the director and meet needs and functions as they arise. The 7
board may also enlist the services of task teams or specialists to facilitate fur- 8
ther the capability of the board to handle effectively its wide-ranging 9
responsibilities. 10

Section 5. Miscellaneous 11

A. Contracts 12
The board may authorize any officer, officers, agent, or agents of the Corporation to 13
enter into any contract or execute and deliver any instrument in the name of and on 14
behalf of the Corporation, and such authority may be general or confined to specifi- 15
c instances. 16

B. Fiscal Year 17
The fiscal year of the Corporation shall begin on the first day of January each year 18
or as fixed by resolution of the board. 19

C. Waiver of Notice 20
Whenever any notice is required to be given under law, the articles of incorporation, 21
or the bylaws, a waiver in writing signed by the person or persons entitled to such 22
notice, whether before or after the time stated therein, shall be deemed equivalent 23
to the giving of such notice. 24

Article Seven: Officers 25

Section 1. Officers 26

The Corporation shall have the following officers: the chair, the chair-elect, the 27
Annual Conference secretary, the treasurer, and the general secretary. The chair-elect 28
shall be elected by the board from its current members. Both chair and chair-elect 29
shall serve two-year terms. The board will elect the chair-elect every other year. The 30
chair-elect shall automatically become the chair after serving as chair-elect. The chair 31
and chair-elect remain voting directors. No other officer shall be required to be a 32
director. When the chair-elect is elected that board position will become vacant and 33
dealt with under Article 6, Section 2(E). The treasurer is appointed by the general 34
secretary and confirmed by the board. 35

1 A. Chair

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

6

7 B. Chair-Elect

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

16

17 C. Treasurer

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19 The treasurer shall have charge of and be responsible for the maintenance of ade-
20 quate books of account for the Corporation; have charge and custody of all funds
21 and securities of the Corporation, and be responsible for the receipt and disburse-
22 ment thereof; and perform all duties incident to the office of a treasurer and such
23 other duties as may be assigned by the chair or the board. The treasurer, in addition,
24 shall have the authority to receive and to negotiate the receipt of all monies, other
25 personal property, real property and other assets to be distributed to the Corporation
26 by gift, contract, bequest, devise, or otherwise. The treasurer shall have the author-
27 ity and responsibility to invest all corporate assets, including without limitation the
28 ability to buy and sell stocks, bonds, and other securities; to deliver negotiable or
29 non-negotiable instruments, evidences of indebtedness or other documents; and
30 pledge, endorse, assign, and transfer any and all documents, stocks, bonds, or other
31 property of the Corporation as necessary to effectuate the duties of the treasurer.
32 With the approval of the board, the treasurer may delegate specified duties to an
33 assistant treasurer or other person for the effective conduct of the affairs of the
34 Corporation.

35

36 D. General Secretary

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38 The board shall employ a general secretary, whose functions shall include the fol-
39 lowing:

- 40 • carry overall responsibility for planning, coordination, and evaluation of the
41 program administered by the board;
- 42 • serve as chief ecumenical officer for the denomination.
- 43 • perform such duties usually vested in the president of a corporation;
- 44 • serve as the chief executive officer of the board;

45

- 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

1 er corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' 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.

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14 *Section 3. Reimbursement*

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16 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.

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23 *Section 4. Determination if Reimbursement Is Proper*

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25 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.

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36 *Section 5. Advance of Expenses*

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38 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.

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<i>Section 6. Non-exclusivity</i>	1
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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.	3 4 5 6 7 8 9
	10
<i>Section 7. Right to Acquire Insurance</i>	11
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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 indemnify such person against such liability under the provisions of this section.	13 14 15 16 17 18 19 20
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<i>Section 8. Notice to Board</i>	22
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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.	24 25 26 27
	28
Article Nine: Relationship to Denominational Polity	29
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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.	31 32
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Article Ten: Distribution of Assets	34
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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.	36 37 38 39 40 41 42
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Article Eleven: Amendment of These Bylaws

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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.