

BYLAWS OF CENTRAL PLAINS MENNONITE CONFERENCE

ARTICLE 1-- NAME, OFFICE, AFFILIATION

1.01 Conference Name. The name of this corporation is Central Plains Mennonite Conference (the “**Conference**”).

1.02 Conference Office. The principal office of the Conference shall be located at Freeman, South Dakota. The principal office may be changed to a location designated in a resolution passed by the Conference Council (see *Article 5 below*), without the need to follow the amendment procedures otherwise required to amend these Bylaws. Any such change in the location of the principal office shall be noted in these Bylaws.

1.03 Affiliation. The Conference shall be a member of Mennonite Church USA.

1.04 Applicable Law. These bylaws shall be interpreted in accordance with the law of the state in which the Conference is incorporated.

ARTICLE 2 -- PURPOSE

2.01 Purpose. As stated in the Articles of Incorporation, the purpose of this Conference shall be to provide leadership and organization for its Member Congregations (see *Article 3 below*) in accordance with the Word of God and the tenets of the Mennonite faith. The Member Congregations are the basic unit of the Mennonite Church. The Conference exists to serve the Member Congregations and to coordinate the work of the church that the Member Congregations cannot do well individually. The Conference is organized and shall be operated exclusively for the above religious, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Adopted June 23, 2000; amended 6-15-02; amended 6-16-07.

ARTICLE 3-- MEMBERSHIP (MEMBER CONGREGATIONS)

3.01 Geographical Area. The members of this Conference are congregations of individual believers of the Mennonite faith that are located in the states of Colorado, Illinois, Iowa, Minnesota, Montana, Nebraska, North Dakota, South Dakota, and adjacent states (the “**Geographical Area**”).

3.02 Eligibility for Membership – Member Congregations. Any congregation may become a member of the Conference if the congregation (a “**Member Congregation**”)

(a) Is located in the Geographical Area;

(b) Subscribes to the Biblical faith as expressed in the *Confession of Faith in a Mennonite Perspective, 1995*;

(c) Agrees to follow the principles and guidelines set forth in these Bylaws;

(d) Properly completes an application in the form prescribed by the Conference Council; and

(e) Is approved for membership in the Conference by a two-thirds majority vote of the Delegate Body (see *Article 4 below*).

3.03 Voting Rights – Delegates. Member Congregations shall be entitled to participate in Conference decision-making (including voting) through their authorized representatives (“**Delegates**”). Each Delegate must be a member of the Member Congregation that he/she represents, except that youth Delegates are required only to be active participants in their respective Member Congregations (see *Section 3.03(d) below*).

Adopted June 23, 2000; amended 6-15-02; amended 6-15-07.

(a) Lay Delegates. Each Member Congregation shall be entitled to an amount of lay Delegates equal to its membership divided by 50, rounded up to the nearest whole number. A Member Congregation (but not the individual Delegates), by written authorization, may grant the proxy voting rights of one or more of its Delegates to another of its Delegates or to a Delegate of another Member Congregation.

(b) Ordained / Licensed Delegates. Each Member Congregation may select one of its ordained or licensed minister(s) as a Delegate. Such ministerial Delegate must have ministerial credentials that have been recognized by the Conference, and must be under assignment to the Member Congregation that such ministerial Delegate represents.

(c) Conference Council Members. All members of the Conference Council (see *Article 6 below*) shall be Delegates entitled to vote.

(d) Youth Delegates. Each Member Congregation shall be entitled to one youth Delegate. Youth Delegates must be active participants of their respective Member Congregations, and must be age 15 to 20 years during any meeting of the Delegate Body at which they participate.

(e) One Proxy Limit. No Delegate may vote more than one vote as a Delegate plus one proxy vote.

3.04 Delegate Terms / Vacancies. Member congregations are encouraged to elect their Delegates to three year terms. Any vacancy caused by the death or resignation of a Delegate, or by the termination of the Delegate's membership in

his/her Member Congregation or residence in the Geographical Area, shall be filled by that Delegate's Member Congregation.

3.05 Membership Listing. The Conference shall maintain a record of Member Congregations which shall be open to inspection by any Delegate, minister, or other authorized representative of a Member Congregation. Authorized inspections will be permitted during normal business hours at the principal office of the Conference, upon five days written notice to the Conference.

3.06 Non-Liability of Member Congregations. Member Congregations shall not be liable for the debts of the Conference solely because of such membership. Memberships are non-assessable, and may not be assigned.

3.07 Provisional Membership. The Member Congregations recognize that they may not always be in agreement on all significant levels of faith and practice. Therefore, if an existing Member Congregation (or an applicant congregation under Section 3.02) does not meet one or more criteria for full membership as contemplated by Sections 3.02 and 3.03 above, such congregation may become a non-voting member of the Conference, if the congregation (a "**Provisional Member Congregation**")

(a) Is located in the Geographical Area;

(b) Subscribes to the Biblical faith as expressed in the *Confession of Faith in a Mennonite Perspective, 1995*;

(c) Agrees to follow the principles and guidelines set forth in these Bylaws, except as to any specific principle or guideline that the Conference Council and the congregation agree is in dispute;

(d) Agrees to accept the counsel of the Conference and its leaders regarding its deviation from membership criteria;

(e) Agrees to such additional terms as the Conference Council may require, including by way of example, (i) whether or not members of such congregation shall be eligible to serve in any Conference office, and (ii) how long such provisional status shall be in effect (or when such status shall be reviewed again); and

(f) Is approved for such provisional membership in the Conference upon (i) review by the Conference Council (see *Article 5 below*), which shall make a recommendation to the Delegate Body, and (ii) a two-thirds majority vote of the Delegate Body (see *Article 4 below*). Note: there is no requirement that the Delegate Body follow the recommendation of the Conference Council, but there is a requirement that the Conference Council process the issue before the Delegate Body makes a decision.

3.08 Termination of Membership. A Member

Congregation's membership shall terminate on the occurrence of any of the following:

(a) Voluntary resignation by the Member Congregation in accordance with its governing documents, following a process consistent with the principles set forth in Matthew 18:15-20, with such process conducted by the Conference Council (see *Article 5 below*) and the Member Congregation;

(b) Failure of the Member Congregation to have at least one of its Delegates present at the Annual Meeting (see *section 4.02 below*) for three (3) consecutive years with no valid reason, following a process consistent with

the principles set forth in Matthew 18:15-20, with such process conducted by the Conference Council (see *Article 5 below*) and the Member Congregation;

(c) Dissolution of the Conference; or

(d) Upon (i) a review by the Conference Council (see *Article 5 below*), which shall make a recommendation to the Delegate Body, and (ii) a two-thirds majority vote of the Delegate Body (see *Article 4 below*). Ninety (90) days prior written notice must be given to the Member Congregation that such action may be taken by the Delegate Body. Note: there is no requirement that the Delegate Body follow the recommendation of the Conference Council, but there is a requirement that the Conference Council process the issue before the Delegate Body makes a decision.

ARTICLE 4-- MEETINGS OF THE MEMBERS (DELEGATE BODY)

4.01 Delegate Body. Meetings of the Delegates (the "Delegate Body"), as representatives of their respective Member Congregations, shall be conducted in accordance with the provisions of this Article. The Delegate Body shall:

(a) Serve as the primary decision-making body of the Conference;

(b) Review and approve the decisions and actions of the Conference Council and the officers for the prior year;

(c) Elect at-large Council Members, officers, and committee chairs (see *sections 4.02(a) and 5.02 below*);

(d) Give overall direction to the Conference Council and the officers regarding the Conference's goals and mission for the next fiscal year;

(e) Serve as a channel of communication between the Member Congregations and the Conference; and

(f) Take such other actions and make such other decisions as may be reserved to the Member Congregations in accordance with the Articles of Incorporation and the Bylaws.

4.02 Annual Meeting – Conference.

The Delegates shall meet annually at a time and location designated by the Conference Council for the purposes of electing Council Members, receiving annual reports, worshipping together, and transacting such other business as may properly come before the meeting (the “**Annual Meeting**”).

(a) Elections of Council Members and Officers.

The officers, committee chairs, and at-large Council Members (all of whom are Council Members) shall be elected at the Annual Meeting of the Delegate Body (see *section 6.03 below*). Delegates may cast one vote for each vacancy. There shall be no cumulative voting. The Conference Council may designate certain nominees for certain vacancies. The persons receiving the highest number of votes for each vacancy are elected to the Conference Council. Run-off elections shall be used to resolve ties.

(b) Annual Reports. At the Annual Meeting, the various Standing Committees (see *Article 7 below*) and Task Groups shall present reports of their activities for the prior year and goals for the coming year.

(c) **Worship.** In addition to the business sessions to be held during the Annual Meeting, it is anticipated that the Delegates will participate in worship sessions (see *sections 5.01(h) and 7.04(b)(v) below*).

4.03 Special Meetings. Special meetings of the Delegate Body may be called (i) by the Moderator, (ii) by a resolution of the Conference Council, or (iii) upon the written request of twenty percent (20%) or more of the Member Congregations for the purposes set out in such request (“**Special Meetings**”). Notice of Special Meetings must be given within ten (10) days after receipt of the written request for such meeting.

4.04 Notice of Meetings. Unless waived, written notice of Annual Meetings and Special Meetings shall be given to the Member Congregations at least thirty (30) days and not more than ninety (90) days before the meeting date, unless a different time period for the giving of notice is required by law. A notice properly given to a Member Congregation shall be deemed as proper notice to each Delegate of such Member Congregation.

(a) Contents. The notice shall include the date, time, and location of the meeting. In addition, notice of a Special Meeting must include a description of the purpose(s) for which the meeting is called.

(b) Mailing Requirements. Mailed notice shall be deemed to have been given when deposited in the United States mail, first class postage prepaid, directed to the Member Congregations at the addresses shown on the Conference's most recent members list. Mailed notice is deemed given on the date of deposit into the U.S. postal system.

(c) Waiver of Notice. The transactions of any meeting, however called or noticed, shall be valid if, either

before or after the meeting, all Member Congregations sign a written waiver of notice of the meeting.

(d) Adjournment. If a members meeting is adjourned to another time or place, notice of the adjourned meeting shall not be required, if the time and place of the adjourned meeting is announced at the meeting at which the adjournment is taken.

4.05 Quorum. The number of Delegates present at a duly noticed meeting of the Member Congregations constitutes a quorum for the transaction of business. The quorum shall not be lost by the withdrawal of Delegates prior to adjournment. Any meeting may be adjourned by a majority vote of the Delegates present.

4.06 Ballots. Election of Council Members shall be by written ballot. Any other vote may be taken by written ballot at the discretion of the moderator of the meeting, or upon the request by five percent or more of the Delegates present.

4.07 Conduct of Meetings. The Moderator (see section 6.06 below) shall preside at meetings of the Member Congregations. In the Moderator's absence, the Assistant Moderator shall preside. If the Assistant Moderator is also absent, the Conference Council shall appoint another person to preside. The Secretary of the Conference Council shall act as Secretary of all meetings of the Delegate Body. In the Secretary's absence, the chairperson of the meeting shall appoint a substitute.

(a) Robert's Rules of Order as amended from time to time shall govern the meetings of Member Congregations to the extent they do not conflict with the Articles of Incorporation, these Bylaws, or law.

(b) The chairperson shall appoint tellers to receive and count ballot votes at any meeting of the Delegate Body.

(c) The affirmative vote of a majority of the Delegates at a meeting (in person or by proxy) shall be the act of the Member Congregations, unless the vote of a greater number is required by the Articles of Incorporation, these Bylaws, or law.

(d) Resolutions presented at a meeting must (i) arise out of the agenda for the meeting, or (ii) be submitted to Conference Council more than five days prior to the meeting and be approved for presentation by the Conference Council, or (iii) be approved by the Moderator for presentation to the Delegate Body after consultation with one or more Executive Committee members present at the meeting.

ARTICLE 5 -- CONFERENCE COUNCIL

5.01 The Conference Council. The Conference shall be managed by a council of officers, committee chairs, and at-large members (the "**Conference Council**"). The Conference Council shall implement, coordinate, and supervise the goals, mission, and work of the Conference by doing the following:

(a) Supervising the work of the Conference as delegated to the Conference's officers (see section 6 below) and Committees (see section 7 below), and setting the spiritual direction for the Conference.

(b) Publicizing and promoting the work and programs of the Conference.

(c) Reviewing the slate of nominations for at-large Council Members, officers, and committee chairs for the Annual Meeting of the Delegate Body as presented by the Discernment Committee (see section 4.01(c) above and section 7.06 below).

(d) Appointing Council Members, officers, committee chairs, and committee members to fill unexpired terms (see sections 5.09 and 6.03 below).

(e) Providing approval of the hiring of one or more conference minister(s) and one or more youth minister(s) upon the recommendation of the Executive Committee (see sections 7.02(a), 7.03(b)(i), and 7.04(b)(iv) below).

(f) Church-Wide Representatives. Appointing persons to positions on church-wide bodies as representatives of the Conference, subject to ratification by the Delegate Body, and may reimburse such persons for the actual expenses incurred in such representation.

(g) Faith, Life, and Procedures Task Group. In cooperation with the Pastoral Leadership Committee (see section 7.03 below), the Conference Council may appoint a Faith, Life, and Procedures Task Group of three (3) to five (5) members to assist Conference Council and the Pastoral Leadership Committee in identifying, researching, studying, and shaping issues of faith, life, and procedures that are facing the Conference and to make recommendations to Conference Council regarding appropriate courses of action to follow.

(h) Annual Meeting Task Group. Drawing on the rich and diverse resources of the Member Congregations and their members, the Conference Council shall plan for inspirational and uplifting worship at the Annual Meeting of

the Delegate Body (see section 4.02(c) above), using an Annual Meeting Task Group, as appropriate. It is expected that this planning will include choosing a theme, selecting a speaker, or making other appropriate plans. Further, this planning will be coordinated with the Worship and Music Task Group who may have one or more members appointed to the Annual Meeting Task Group (see section 7.04(b)(v) below).

(i) Affiliated Mennonite Groups. Providing a link of communication to affiliated Mennonite groups, including Mennonite Women and Mennonite Men, inviting them to attend Conference Council meetings occasionally to provide reports of their activities and discuss issues of mutual interest.

(j) Newsletter. Publishing the Conference's newsletter and selecting its editor.

(k) Historical Records. Maintaining historical records for the Conference, and appointing a conference historian and/or Historical Task Group, as appropriate.

(l) Taking such other actions as permitted by the Articles of Incorporation, these Bylaws, or law.

(m) Examining congregations that are applying for membership in the Conference and recommending acceptance or rejection to the Delegate Body.

5.02 Council Members. The Conference Council shall consist of the following members, each of whom shall be a member of a Member Congregation (each a “**Council Member**”).

(a) Officers of the Delegate Body. The Moderator, Assistant Moderator, Secretary, and Treasurer (*see Article 6 below*) shall be Council Members by virtue of their offices.

(b) Committee Chairpersons. The chairpersons of the Standing Committees (*see Article 7 below*), except the chairperson of the Discernment Committee, shall be Council Members by virtue of their positions as committee chairs.

(c) At-Large Members. Four at-large members, elected to two (2) year staggered terms, shall be Council Members. In selecting these members, consideration shall be given to geographical balance, gender, race, culture, and other factors that help provide fair representation.

5.03 Conference Council Meetings. Meetings of the Conference Council (“**Council Meetings**”) shall be conducted as follows:

(a) Annual Meeting. An annual meeting of the Conference Council shall be held each year immediately following the Annual Meeting of the Delegate Body. All Council Members who are continuing as Council Members from the prior fiscal year shall be deemed to have received notice of such meeting by this provision of these Bylaws. Notice to all new Council Members shall be given in accordance with the notice requirements of Section 5.04 below.

(b) Additional Meetings. The Conference Council shall hold at least one additional meeting during each fiscal year at a time, date, and place designated by resolution of the Conference Council at the Conference

Council’s annual meeting, without notice other than such resolution.

(c) Special Council Meetings. Special meetings of the Conference Council may be called (i) by the Moderator, (ii) by a resolution of the Conference Council, or (iii) upon the written request of three (3) or more of the Council Members for the purposes set out in such request (“**Special Council Meetings**”). Notice of Special Council Meetings must be given within ten (10) days after receipt of the written request for such meeting.

5.04 Notice of Meetings. Unless waived, written notice of Special Council Meetings shall be given to the Council Members at least ten (10) days before the meeting date, or by giving written notice mailed fifteen (15) days before the meeting date.

(a) Contents. The notice of a Special Council Meeting must include the date, time, and location of the meeting, and in addition, a description of the purpose(s) for which the meeting is called.

(b) Mailing Requirements. Mailed notice shall be deemed to have been given when deposited in the United States mail, first class postage prepaid, directed to the Council Members at the addresses shown on the Conference’s most recent address list. Mailed notice is deemed given on the date of deposit into the U.S. postal system.

(c) Waiver of Notice. The transactions of any meeting, however called or noticed, shall be valid if, either before or after the meeting, all Council Members sign a written waiver of notice of the meeting. The attendance of a Council Member at any meeting shall constitute a waiver of notice of such meeting, except where a Council Member

attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

(d) Adjournment. If a Council Meeting is adjourned to another time or place, notice of the adjourned meeting shall not be required as to Council Members present at the time of adjournment, if the time and place of the adjourned meeting is announced at the meeting at which the adjournment is taken. Notice of the time and place of the adjourned meeting shall be given to Council Members not present at the time of the adjournment. Such notice may be given in person or mailed five (5) days before the meeting.

5.05 Quorum. The presence of seven (7) Council Members at a duly called meeting shall constitute a quorum.

5.06 Conduct of Council Meetings. The Moderator (see section 6.06 below) shall preside at meetings of the Conference Council. In the Moderator's absence, the Assistant Moderator shall preside. If the Assistant Moderator is also absent, the Conference Council shall designate another Council Member to preside.

(a) Agenda. The Conference Council shall determine the business of a regular meeting by formally accepting (with changes as may be appropriate) the agenda prepared by the Moderator.

(b) Action by Majority Approval. The affirmative vote of a majority of the Council Members at a meeting shall be the act of the Conference Council, unless the vote of a greater number is required by the Articles of Incorporation, these Bylaws, or law. No proxy voting shall

be allowed in connection with decision-making by the Conference Council.

(c) Minutes. Written minutes for each meeting will be provided to all Council Members prior to the next regular meeting.

(d) Order. Robert's Rules of Order as amended from time to time shall govern Council Meetings to the extent they do not conflict with the Articles of Incorporation, these Bylaws, or law.

5.07 Removal of a Council Member. A Council Member may be removed as provided below.

(a) Removal by the Conference Council. A Council Member may be removed for cause by the Conference Council, if the Council Member has (i) been declared of unsound mind by final order of a court, or (ii) been convicted of a felony while serving on the Conference Council, or (iii) failed to attend three (3) consecutive meetings of the Conference Council. Such action shall require the two-thirds (2/3rds) majority vote of those Council Members present at the meeting.

(b) Removal by the Delegate Body. The Member Congregations, through the action of the Delegate Body, may remove a Council Member with or without cause by a two-thirds (2/3rds) majority vote of the delegates present at a special meeting of the Member Congregations called for that purpose (see section 4.03 above). Any such removal by the Delegate Body shall disqualify a person from being a Council Member for a subsequent five (5) year period.

5.08 Resignation of a Council Member. A Council Member may resign by giving written notice to any member of the Executive Committee (see section 7.02 below). Resignations shall be effective upon receipt, unless such resignation would leave the Conference with no Council Member, in which case it shall not be effective until another Council Member has taken office.

5.09 Vacancies. Any vacancy caused by the death or resignation of a Council Member, or by the termination of the Delegate's membership in his/her Member Congregation or residence in the Geographical Area, shall be filled by the Conference Council.

5.10 Personal Liability of Council Members. As provided by Iowa law, no Council Member shall be personally liable for monetary damages for breach of fiduciary duty as a Council Member, except that a Council Member may be held personally liable (i) for such Council Member's breaches of his or her duty of loyalty to the Conference or its members for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (ii) for a transaction from which the Council Member derives an improper personal benefit, or (iii) under Iowa Code §504A.101 (1999) as amended or re-codified. If the Iowa Nonprofit Corporation Act is later amended to permit the further elimination or limitation of the personal liability of Council Members, then the liability of a Council Member shall be eliminated or limited to the fullest extent permitted by such amendment.

5.11 Indemnification. Any Council Member or officer who is involved in litigation by reason of his or her position as a Council Member or officer of the Conference shall be indemnified and held harmless by the Conference to the fullest extent authorized by the Iowa Nonprofit Corporation Act as it now exists or may subsequently be amended (but, in the case of any such

amendment, only to the extent that such amendment permits the Conference to provide broader indemnification rights).

5.12 Compensation / Reimbursement. Council Members shall not be compensated for their services, but may receive reimbursement for documented expenses in accordance with any resolution or policy adopted by the Conference Council.

ARTICLE 6 -- OFFICERS

6.01 Officers and Titles. The officers of the Conference shall be a Moderator, Assistant Moderator, Secretary, and Treasurer. Officers also serve as Council Members (see section 5.02(a) above), and are subject to the provisions of Article 3 above regarding Council Members, except as specifically altered in this Article 6. No person may hold more than one office. No more than two officers may reside in any one of the states located in the Geographical Area (see section 3.01 above).

6.02 Qualifications of Officers. All officers must be members in good standing in a Member Congregation.

6.03 Term of Office / Vacancies. The officers shall be elected by the Delegates at the annual meeting (see section 4.02(a) above), and shall serve terms as stated below or until a successor has been elected and qualified. Any vacancy in an office may be filled for the unexpired portion of the term by the Conference Council (see section 5.09 above).

(a) Moderator / Assistant Moderator. An Assistant Moderator shall be elected bi-annually, and after serving two (2) years as Assistant Moderator, shall succeed to the office of Moderator for two (2) years. See Sections 6.06 and 6.07 below. An individual may not serve more than

four (4) consecutive years as Assistant Moderator and then Moderator.

(b) Secretary / Treasurer. The offices of Secretary and Treasurer shall be three (3) year terms, and shall not expire in the same year. An individual may serve up to two successive terms in one position. See Sections 6.08 and 6.09 below.

6.04 Removal of Officers. Conference Council shall have the right to remove any officer for cause, if the officer has (i) been declared of unsound mind by final order of a court, or (ii) been convicted of a felony while serving on the Conference Council, or (iii) failed to attend three consecutive meetings of the Conference Council. Such action shall be taken at a duly called Council Members meeting, with notice of the proposed removal and the meeting to be provided prior to the meeting in accordance with section 5.04 above.

6.05 Resignation of Officers. An officer may resign at any time by providing a written resignation to the Moderator or Secretary.

6.06 Duties of the Moderator. The Moderator shall preside at all meetings of the Conference Council (as the chair of the Conference Council) and meetings of the Delegate Body, and shall be the chief executive officer of the Conference, having supervision, direction and control of all its activities, subject to the control of the Conference Council. The Moderator shall have the right to vote or execute a proxy to vote shares of stock, bonds, debentures or other evidences of indebtedness of other corporations held by the Conference. The Moderator shall have such other and further duties as may be required by the Articles of Incorporation, these Bylaws, or law, or as may be assigned by the Conference Council. The Moderator is a non-voting ex officio

member of all committees of the Conference, but without the obligation to attend all meetings.

6.07 Duties of the Assistant Moderator. The Assistant Moderator shall preside over meetings of the Conference Council and the Delegate Body in the Moderator's absence, and shall have such other duties as may be assigned by the Moderator or the Conference Council from time to time. The Assistant Moderator shall serve as acting Moderator during the Moderator's incapacity, as determined by the Conference Council, and shall serve as the chair of the Discernment Committee (see section 7.06(a) below).

6.08 Duties of the Secretary. In addition to any other duties as may be required by the Articles of Incorporation, these Bylaws, or law, the Secretary shall have the following duties:

- (a) Preparation of minutes of the meetings of the Conference Council and the Delegate Body; and
- (b) Carrying out additional duties as may be assigned by the Conference Council.

6.09 Duties of the Treasurer. The Treasurer shall be the chief financial officer of the Conference. In addition to any other duties as may be required by the Articles of Incorporation, these Bylaws, or law, the Treasurer shall have the following duties:

- (a) To oversee the maintaining of financial and accounting records of the properties and business transactions of the Conference;
- (b) Arranging for the receipt and deposit of all funds and valuables received by the Conference in such

depositories as may be designated by the Conference Council in the name of, and to the credit of, the Conference;

(c) Arranging for the disbursement of the funds of the Conference in accordance with the instructions of the Conference Council;

(d) Arranging for the preparation and delivery of appropriate financial statements to the Conference Council on a **monthly** basis; and

(e) Arranging for an annual audit of the financial statements on an annual basis.

6.10 Location of Records / Inspections. Address lists, minutes of meetings, financial records, and other records of the Conference shall be maintained at the principal office (see section 1.02 above) or such other location designated by the Conference Council. The records shall be open to inspection by the Council Members, or their designees, at all times.

6.11 Compensation. The officers shall not be compensated for their services, but may receive reimbursement for documented expenses in accordance with any resolution or policy adopted by the Conference Council.

ARTICLE 7 -- STANDING COMMITTEES

7.01 Purpose. The following committees (“**Standing Committees**”) shall exist to plan and implement the programs of the Conference under the supervision of the Conference Council:

- (a) Executive Committee (see section 7.02 below),
- (b) Pastoral Leadership Committee (see section 7.03 below),
- (c) Congregational Ministries Committee (see section 7.04 below),
- (d) Outreach and Service Committee (see section 7.05 below), and
- (e) Discernment Committee (see section 7.06 below).

7.02 Executive Committee. An Executive Committee consisting of the Moderator, Assistant Moderator, Secretary, and Treasurer, shall have charge of the affairs of the Conference when the Conference Council is not in session. The Moderator shall serve as chair of the Executive Committee (see Section 6.06 above). The actions of the Executive Committee shall be presented to the Conference Council for ratification or nullification by a majority vote at the meeting of the Conference Council following such action. The duties of the Executive Committee shall include, without limitation, the following:

(a) **Personnel Matters.** Hiring and setting the terms and conditions of employment for all of the Conference’s paid staff persons, receiving the recommendations as appropriate from Committees from whom the staff persons (e.g., conference minister(s) and youth minister(s)) may be receiving oversight (see sections 7.03(b)(i) and 7.04(b)(iv) below). The hiring of conference ministers and youth ministers shall be subject to the final approval of the Conference Council (see section 5.01(e) above). As appropriate, the Executive Committee may appoint a Personnel Task Group.

(b) **Stewardship Task Group.** Providing oversight to the Treasurer in connection with financial matters, including budgeting, fund raising, managing investments,

and arranging for an annual audit. As appropriate, the Executive Committee may appoint a Stewardship Task Group. The Executive Committee shall work with the Congregational Ministries Committee (see section 7.04(b)(iii) below) as appropriate regarding educational opportunities for Member Congregations and congregational leaders on the topic of stewardship education.

(c) Property / Insurance. Arranging for appropriate maintenance of Conference real estate and personal property, and obtaining adequate insurance coverage. As appropriate, the Executive Committee may appoint a Property and Insurance Task Group.

7.03 Pastoral Leadership Committee. The Pastoral Leadership Committee shall develop, coordinate and maintain high quality pastoral leadership for the Member Congregations.

(a) Composition. The Pastoral Leadership Committee shall have six (6) members, who shall serve three (3) year terms. The chair, who also serves on the Conference Council, shall be elected at the Annual Meeting of the Delegate Body (see section 4.02(a) above). The other members of this committee shall also be elected at the Annual Meeting, and shall include at least three (3) ordained ministers with five (5) years experience in the Mennonite Church, and/or the General Conference Mennonite Church, and/or Mennonite Church USA.

(b) Responsibilities. The responsibilities of the Pastoral Leadership Committee shall include, without limitation, the following:

(i) Providing oversight for the work of the conference minister(s), and making recommendations to the Executive Committee in connection with hiring and employment of such pastor(s) (see sections 5.01(e) and 7.02(a) above; see also section 7.04(b)(iv) for similar provisions regarding the conference youth ministers);

(ii) Counseling with Member Congregations who are seeking pastoral leadership by assisting them in examining, licensing, ordaining, and credentialing pastoral leadership;

(iii) Assisting Member Congregations in identifying leadership gifts and training leaders, as pastors, elders, deacons, and lay leaders;

(iv) Providing pastoral leaders with opportunities for personal growth and professional improvement, and providing counseling to them as appropriate;

(v) Serving as a resource for Member Congregations and their pastoral leadership who need assistance in preventing and resolving conflicts;

(vi) Assisting in discipline of pastoral leaders in accordance with guidelines accepted by Mennonite Church USA;

(vii) Helping Member Congregations develop ministerial financial support policies; and

(viii) Coordinating and promoting relationships between and among Member Congregations.

7.04 Congregational Ministries Committee. The Congregational Ministries Committee shall assist Member Congregations with Christian family life and education ministries. It is expected that this committee shall carry out its responsibilities using a "Family Life Task Group," an "Education Task Group," and a "Worship and Music Task Group." The full committee will set the agenda for the committee and the task groups will carry out the responsibilities.

(a) Composition. The Congregational Ministries Committee shall have six (6) members, who shall serve three (3) year terms. The chair, who also serves on the Conference Council, shall be elected at the Annual Meeting of the Delegate Body (see *section 4.02(a)* above). The other members of this committee shall also be elected at the Annual Meeting. The Committee shall meet together as a full Committee at least once annually and shall choose chairs of the three Task Groups as appropriate and as the need arises.

(b) Responsibilities. The responsibilities of the Congregational Ministries Committee shall include, without limitation, the following:

- (i) Planning and promoting Christian family life, worship, music, and other nurture programs for the Member Congregations;
- (ii) Cooperating with the corresponding organizations of Mennonite Church USA, Mennonite Central Committee, and with other area conferences in their efforts to provide educational and nurture assistance to congregations and individuals (e.g., programs and scholarships);

(iii) Working with the Executive Committee as appropriate (see *section 7.02(b)* above) to promote opportunities for stewardship education and teaching *First Fruits Living* as a foundational concept of Biblical stewardship;

(iv) Providing oversight and direction to the Conference's youth programs and youth minister(s), and making recommendations to the Executive Committee in connection with hiring and employment of youth minister(s) (see *section 5.01(e)* and *7.02(a)* above; see also *section 7.03(b)(i)* for similar provisions regarding the conference ministers);

(v) Assisting the Conference Council and/or the Annual Meeting Task Group in planning worship services for the Annual Meeting of the Delegate Body (see *sections 4.02(c)* and *5.01(h)* above);

(vi) Providing a link for communication and counsel with Mennonite camping associations affiliated with the Conference, recognizing the mutual interests of the Conference and the camps in providing Christian nurture and education to the members of the Conference, and seeking areas for joint efforts;

(vii) Providing a link for communication and counsel with Freeman Academy, Freeman, South Dakota, and Iowa Mennonite School, Kalona, Iowa, recognizing the mutual interests of the Conference and the schools in providing Christian nurture and education to the youth of the Conference, and seeking areas for joint efforts.

7.05 Outreach and Service Committee. Recognizing that “peace and justice” and “evangelism” are both related to the Conference’s outreach and service efforts, the Outreach and Service Committee shall assist Member Congregations in promoting peace, justice, evangelism, and church planting efforts in both the Geographical Area and the global community. It is expected that this committee shall carry out its responsibilities using an “Evangelism and Church Development Task Group” and a “Peace and Justice Task Group.” The full committee will set the agenda for the committee and the task groups will carry out the responsibilities.

(a) Composition. The Outreach and Service Committee shall have eight (8) members, who shall serve three (3) year terms. Five (5) members shall be elected to the Evangelism and Church Development Task Group and three (3) shall be elected to the Peace and Justice Task Group. The chair, who also serves on the Conference Council, shall be elected at the Annual Meeting of the Delegate Body (*see section 4.02(a) above*). The other members of this committee shall also be elected at the Annual Meeting. The Committee shall meet together as a full Committee at least once annually and shall choose chairs of the two Task Groups as appropriate and as the need arises.

(b) Responsibilities – Evangelism and Church Development Task Group. The Evangelism and Church Development Task Group shall assist Member Congregations in promoting evangelism and church planting efforts in both the Geographical Area and the global community. The responsibilities of the Evangelism and Church Development Task Group shall include, without limitation, the following:

- (i) Promoting evangelism among Member Congregations, and sharing information regarding missions programs and opportunities in both the Geographical Area and the global community;
- (ii) Selecting and preparing church planters and assisting them in establishing new congregations;
- (iii) Cooperating with the corresponding organizations of Mennonite Church USA, and with other area conferences in the work of establishing new congregation;
- (iv) Providing resources on the topic of evangelism to Member Congregations, and assisting them in their efforts to bring new persons to faith in Jesus Christ.

(c) Responsibilities - Peace and Justice Task Group. The Peace and Justice Task Group shall encourage the study and practice of the biblical teachings of love and nonresistance in the Member Congregations, and assist them in the application of this teaching, particularly as it applies to social and/or justice issues in both the Geographical Area and the global community. The responsibilities of the Peace and Justice Committee shall include, without limitation, the following:

- (i) Promoting the active study of peace and justice issues among Member Congregations, and sharing information regarding such issues in both the Geographical Area and the global community; and
- (ii) Cooperating with the corresponding organizations of Mennonite Church USA, and with

other area conferences in efforts and programs witnessing to the belief in the way of love in human relationships;

7.06 Discernment Committee. The Discernment Committee shall assist the work of Conference by calling forth persons with gifts needed to do the work of the Conference.

(a) Composition. The Discernment Committee shall have five (5) members who shall serve two (2) year terms. Four (4) members shall be elected on a staggered year basis at the Annual Meeting of the Delegate Body (see *section 4.02(a) above*). The fifth member, the chair, shall be the Assistant Moderator (see *section 6.07 above*).

(b) Responsibilities. The responsibilities of the Discernment Committee shall include, without limitation, the following:

- (i) **Discerning.** Discerning and searching out persons with gifts needed to do the work of the Conference.
- (ii) **Nominating.** Preparing a slate of nominations for all elected offices as provided in these bylaws. Such slate shall be submitted to Conference Council not later than sixty (60) days prior to the Annual Meeting. In preparing the slate, consideration shall be given to geographical balance, gender, race, culture, and other factors that help provide fair representation (see *section 6.01 above*). The Discernment Committee shall also give appropriate consideration to continuity. Generally a person shall not be nominated to serve on the same committee for more than six (6) consecutive years, except for

unusual circumstances or when the person's service on the committee began by completing a partial term.

7.07 Telephonic Committee Meetings. Standing Committees may hold meetings by telephone, and the actions taken at such meetings shall be valid if all members of the committee sign a copy of the minutes of the meeting. Actions of a Standing Committee may also be taken via electronic means (e.g. email). Such actions should be recorded in the minutes of the next meeting of said committee.

ARTICLE 8 -- GENERAL PROVISIONS

8.01 Notices. Unless otherwise stated in these Bylaws, any notice may be given orally, in writing, or electronically. If provision is made for the mailing of notice, that notice is deemed given at the time of mailing to the addresses listed in the records of the Conference, postage prepaid. Member Congregations shall give written notice of change of address to the Conference Office. Notices sent electronically will be deemed as fulfilling the mailing requirement.

8.02 Fiscal Year. The fiscal year of the Conference shall end on **April 30** of each year. The fiscal year may be changed to a year-end designated in a resolution passed by the Conference Council (see *Article 5 above*), without the need to follow the amendment procedures otherwise required to amend these Bylaws. Any such change in the fiscal year shall be noted in these Bylaws.

ARTICLE 9 -- AMENDMENTS TO BYLAWS

9.01 Amendments to Bylaws. These Bylaws may be amended by the Delegate Body upon a two-thirds affirmative vote at any regular or special meeting of the Delegate Body. Notice of such intent to amend, and the text and explanation of the amendment, shall be provided in accordance with the requirements of section 4.04 above.

Adopted on June 23, 2000, at Freeman, South Dakota.

Amended on June 15, 2002, at Mt. Pleasant, Iowa.

Principal office changed on March 13, 2004 by Conference Council action at Omaha, Nebraska.

Amended on June 15, 2007 at Kalona, IA.