

## BYLAWS OF CENTRAL PLAINS MENNONITE CONFERENCE

### 1. -- NAME, OFFICE, AFFILIATION

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

1.2. **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 Board (*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.

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

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

### 2. -- PURPOSE

2.1. **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.

### 3. – MEMBERSHIP (MEMBER CONGREGATIONS)

3.1. **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**”).

3.2. **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*; or any succeeding *Confession of Faith in a Mennonite Perspective*;

(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 Board; and

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

3.3. **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*).

(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 Board Members.** All members of the Conference Board (*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.

**3.4. 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.

**3.5. 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.

**3.6. 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.

**3.7. 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*; or any succeeding *Confession of Faith in a Mennonite Perspective*;

(c) Agrees to follow the principles and guidelines set forth in these Bylaws, except as to any specific principle or guideline that the Conference Board 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 Board 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 Board (*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 Board, but there is a requirement that the Conference Board process the issue before the Delegate Body makes a decision.

**3.8. 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 Board (*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 Board (*see Article 5 below*) and the Member Congregation;

(c) Dissolution of the Conference; or

(d) Upon (i) a review by the Conference Board (*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 Board, but there is a requirement that the Conference Board process the issue before the Delegate Body makes a decision.

#### **4. -- MEETINGS OF THE MEMBERS (DELEGATE BODY)**

**4.1. 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 decisionmaking body of the Conference;

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

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

(d) Give overall direction to the Conference Board 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.

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

(a) **Elections of Board Members and Officers.** The officers, and at-large Board Members (all of whom are Board Members) shall be elected at the Annual Meeting of the Delegate Body (see sections 5.02(c) & 6.03 below). Delegates may cast one vote for each vacancy. There shall be no cumulative voting. The Conference Board may designate certain nominees for certain vacancies. The persons receiving the highest number of votes for each vacancy are elected to the Conference Board. Runoff elections shall be used to resolve ties.

(b) **Election of Committee Chairs and Members.** Committee Chairs and Members shall be elected at the Annual Meeting of the Delegate Body (see section 7.03 – 7.06 below). Delegates may cast one vote for each vacancy. There shall be no cumulative voting. The Conference Board may designate certain nominees for certain vacancies. The persons receiving the highest number of votes for each vacancy are elected to the Committees. Runoff elections shall be used to resolve ties.

(c) **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.

(d) **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) below).

**4.3. Special Meetings.** Special meetings of the Delegate Body may be called (i) by the Moderator, (ii) by a resolution of the Conference Board, 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.

**4.4. 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.

4.5. **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.

4.6. **Ballots.** Election of Board 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.

4.7. **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 Board shall appoint another person to preside. The Secretary of the Conference Board 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 Board more than five days prior to the meeting and be approved for presentation by the Conference Board, 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.

## 5.

### -- CONFERENCE BOARD

5.1. **The Conference Board.** The Conference shall be managed by a Board of officers and at-large members (the "**Conference Board**"). The Executive Conference Minister collaborates with this committee and participates as a non-voting member. Conference Board 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 Board Members, officers, committee chairs and committee members 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 Board 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 other personnel upon the recommendation of the Executive Committee (*see sections 7.02(a) below*).

(f) **Church-Wide Representatives.** Appointing persons to positions on church-wide bodies as representatives of the Conference, 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 Board may appoint a Faith, Life, and Procedures Task Group of three (3) to five (5) members to assist Conference Board 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 Board 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 Board 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.

(i) **Affiliated Mennonite Groups.** Providing a link of communication to affiliated Mennonite groups, including Mennonite Women and Mennonite Men, inviting them to attend Conference Board meetings occasionally to provide reports of their activities and discuss issues of mutual interest. Providing a link for communication and counsel with affiliated camps: Crooked Creek Christian Camp and Swan Lake Christian Camp, 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; Providing for a link for communication and counsel with Freeman Academy, Freeman, South Dakota and Hillcrest Academy, 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.

(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.

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

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

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

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

(a) **Annual Meeting.** An annual meeting of the Conference Board shall be held each year immediately following the Annual Meeting of the Delegate Body. All Board Members who are continuing as Board 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 Board Members shall be given in accordance with the notice requirements of Section 5.04 below.

(b) **Additional Meetings.** The Conference Board shall hold at least one additional meeting during each fiscal year at a time, date, and place designated by resolution of the Conference Board at the Conference Board’s annual meeting, without notice other than such resolution.

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

**5.4. Notice of Meetings.** Unless waived, written notice of Special Board Meetings shall be given to the Board 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 Board 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 Board 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 Board Members sign a written waiver of notice of the meeting. The attendance of a Board Member at any meeting shall constitute a waiver of notice of such meeting, except where a Board 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 Board Meeting is adjourned to another time or place, notice of the adjourned meeting shall not be required as to Board 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 Board Members not present at the time of the adjournment. Such notice may be given in person or mailed five (5) days before the meeting.

5.5. **Quorum.** The presence of six (6) Board Members at a duly called meeting shall constitute a quorum.

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

(a) **Agenda.** The Conference Board 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 Board Members at a meeting shall be the act of the Conference Board, 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 Board.

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

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

5.7. **Removal of a Board Member.** A Board Member may be removed as provided below.

(a) **Removal by the Conference Board.** A Board Member may be removed for cause by the Conference Board, if the Board 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 Board, or (iii) failed to attend three (3) consecutive meetings of the Conference Board. Such action shall require the two-thirds (2/3rds) majority vote of those Board Members present at the meeting.

(b) **Removal by the Delegate Body.** The Member Congregations, through the action of the Delegate Body, may remove a Board 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 Board Member for a subsequent five (5) year period.

5.8. **Resignation of a Board Member.** A Board 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 Board Member, in which case it shall not be effective until another Board Member has taken office.



5.9. **Vacancies.** Any vacancy caused by the death or resignation of a Board 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 Board.

5.10. **Personal Liability of Board Members.** As provided by Iowa law, no Board Member shall be personally liable for monetary damages for breach of fiduciary duty as a Board Member, except that a Board Member may be held personally liable (i) for such Board 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 Board 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 Board Members, then the liability of a Board Member shall be eliminated or limited to the fullest extent permitted by such amendment.

5.11. **Indemnification.** Any Board Member or officer who is involved in litigation by reason of his or her position as a Board 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.** Board 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 Board.

## 6.

### -- OFFICERS

6.1. **Officers and Titles.** The officers of the Conference shall be a Moderator, Assistant Moderator, Secretary, and Treasurer. Officers also serve as Board Members (*see section 5.02(a) above*), and are subject to the provisions of Article 3 above regarding Board 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*).

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

6.3. **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 Board (*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.*)

**6.4. Removal of Officers.** Conference Board 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 Board, or (iii) failed to attend three consecutive meetings of the Conference Board. Such action shall be taken at a duly called Board 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.

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

**6.6. Duties of the Moderator.** The Moderator shall preside at all meetings of the Conference Board (as the chair of the Conference Board) 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 Board. 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 Board. The Moderator is a nonvoting ex officio member of all committees of the Conference, but without the obligation to attend all meetings.

**6.7. Duties of the Assistant Moderator.** The Assistant Moderator shall preside over meetings of the Conference Board 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 Board from time to time. The Assistant Moderator shall serve as acting Moderator during the Moderator's incapacity, as determined by the Conference Board, and shall serve as the chair of the Discernment Committee (*see section 7.06(a) below*).

**6.8. 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 Board and the Delegate Body; and

(b) Carrying out additional duties as may be assigned by the Conference Board.

**6.9. 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 Board 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 Board;

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

(e) Arranging for an 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 Board. The records shall be open to inspection by the Board 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 Board.

## 7. -- STANDING COMMITTEES

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

- (a) Executive Committee (*see section 7.02 below*),
- (b) Pastoral Leadership Committee (*see section 7.03 below*),
- (c) Christian Formation 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*).

7.2. **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 Board 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 Board for ratification or nullification by a majority vote at the meeting of the Conference Board 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 other personnel) may be receiving oversight. The hiring of conference ministers and other personnel shall be subject to the final approval of the Conference Board (*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 Conference Board may appoint a Stewardship Task Group. The Stewardship Task Group shall work with the Christian Formation Committee 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.

**7.3.Pastoral Leadership Committee.** The Pastoral Leadership Committee (PLC) 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 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 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. The Conference Minister for Ministerial Leadership collaborates with this committee and participates as a non-voting member.

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

- (i) Meeting together as a full Committee at least once annually;
- (ii) Creating and maintaining a job description which describes the activities and responsibilities of the committee;
- (iii) Providing an annual report for review and approval to the Delegate Body, and other reports as requested;
- (iv) Counseling with Member congregations who are seeking pastoral leadership by assisting them in pastoral search, examining, licensing, ordaining, and credentialing pastoral leadership;

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

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

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

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

(ix) Helping Member Congregations develop ministerial financial support policies;

(x) Coordinating and promoting relationships between and among Member Congregations;

(xi) Counseling with member congregations who are evaluating pastoral leadership; and

(xii) Establishing and directing task groups to carry out the responsibilities of the committee and appoint the heads of said task groups.

**7.4.Christian Formation Committee.** The Christian Formation Committee (CFC) shall assist Member Congregations by promoting resources that help their members grow in Christ-likeness.

(a) **Composition.** The Christian Formation Committee shall have six (6) members, who shall serve three (3) year terms. The chair 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 Conference Minister for Christian Formation collaborates with this committee and participates as a non-voting member.

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

- (i) Meeting together as a full Committee at least once annually;
- (ii) Creating and maintaining a job description which describes the activities and responsibilities of the committee;
- (iii) Providing an annual report for review and approval to the Conference Board, and other reports as required;
- (iv) Promoting resources that advance Christian formation at every age for settings such as congregation, home, youth group, Christian education, and worship;
- (v) Providing or promoting faith-forming events for youth within the geographic area;
- (vi) Cooperating with the corresponding organizations of Mennonite Church USA in their efforts to promote formation experiences and resources to congregations and individuals;
- (vii) Providing settings to train formation leaders;

(viii) Establishing and directing task groups to carry out the responsibilities of the committee and appoint the heads of said task groups.

**7.5. Outreach and Service Committee.** The Outreach and Service Committee (O&SC) shall assist Member Congregations in promoting all forms of Christian witness, including evangelism, peace, justice, and church planting efforts in both the Geographical Area and the global community.

(a) **Composition.** The Outreach and Service Committee shall have eight (8) members, who shall serve three (3) year terms. The chairperson 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 Conference Minister for Witness and Partnerships collaborates with this committee and participates as a non-voting member.

(b) **Responsibilities.** The responsibilities of the Outreach and Service Committee shall include, without limitation, the following:

- (i) Meeting together as a full Committee at least once annually;
- (ii) Creating and maintaining a job description which describes the activities and responsibilities of the committee;
- (iii) Providing an annual report for review and approval to the Delegate Body, and other reports as requested;
- (iv) Establishing and directing task groups to carry out the responsibilities of the committee and appoint the heads of said task groups.

**7.6. 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 Board 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.

**7.7. Internet & Telephonic Committee Meetings.**

Conference Board, Committees and Task Groups may hold meetings by telephone and/or internet and the actions taken at such meetings shall be valid. Actions of the Conference Board, Committees and Task Groups may also be taken via electronic means (e.g. email). Such actions should be recorded in the minutes of the next meeting of said Board, Committee or Task Group.

**7.8. Committee Chair Terms.** A committee member who becomes chair in the middle of their term resets the clock on the current term only.

**8. -- GENERAL PROVISIONS**

**8.1. 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.

**8.2. 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 Board (*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.

**9. -- AMENDMENTS TO BYLAWS**

**9.1. 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.*

*Amended on June 22, 2013 at Ashland, MT.*

*Amended on June 20, 2020 via Zoom meeting platform.*