

# **Regional Conference Bylaws**

## **Article 1: Name, Purpose, Doctrine and Governance, Governing Documents**

### **1.1 Name**

These are the Bylaws of the Susquehanna Conference of the Brethren in Christ Church ("Regional Conference," "the Conference," or "Organization"), a Pennsylvania nonprofit organization. The Organization has been recognized as a tax-exempt organization described in section 501(c)(3) of the Internal Revenue Code.

### **1.2 Purpose**

The Regional Conference is a geographic unit of the General Conference of the Brethren in Christ ("BIC U.S."), a Pennsylvania nonprofit organization, in order to facilitate the accomplishment of the Purpose of the BIC U.S. as stated in its Manual of Doctrine and Government ("MDG" or "the Manual") as amended from time to time. The geographic boundaries of the Regional Conference are established by the BIC U.S. General Assembly ("General Assembly") upon recommendation by the BIC U.S. General Conference Board ("GCB").

### **1.3 Doctrine and Governance**

The doctrine and governance of the BIC U.S., its Regional Conferences, and its congregations are stated in the MDG. The Regional Conference, including its congregations and all other Regional Conference ministries, shall function in a manner consistent with the MDG.

### **1.4 Governing Documents**

1.4.1 The Articles of Incorporation and Bylaws, and any amendments thereto, of the Regional Conference shall:

1.4.1.1 Be effective upon approval by GCB.

1.4.1.2 Be consistent with all requirements of the MDG for Regional Conference governing documents.

1.4.2 The provisions in these Regional Conference bylaws shall be construed in accordance with the law of the Commonwealth of Pennsylvania, without giving effect to conflict of law principles.

## **Article 2: Organization**

2.1 The Regional Conference shall be accountable to the BIC U.S. through the Regional Bishop and the Regional Conference Board of Directors ("BOD" or "the Board").

2.2 At least one business meeting of the Regional Conference ("Annual Meeting") shall be conducted in each calendar year.

2.3 The ministry operations of the Regional Conference will be detailed in a Ministry Operations Handbook as amended from time to time ("MOH"). The MOH, and any amendments thereto, shall

be effective upon approval by the BOD.

2.4 All Regional Conference actions shall be in harmony with the MDG.

### **Article 3: Regional Bishop**

3.1 A Regional Bishop (“the Bishop”), selected according to the process in the MDG and functioning in a manner consistent with the MDG, shall provide administrative leadership to the Regional Conference. In so doing, the Regional Bishop will demonstrate qualities consistent with scriptural qualifications for church leaders listed in 1 Timothy 3:1-7 and Titus 1:7-16.

3.2 The Regional Bishop will be chosen with due consideration being given to experience, gifts, and administrative leadership ability. He or she will be a person of spiritual maturity, wisdom, and good judgement. He or she will model relationships that evidence support, care and love, and that communicate biblical values and a Christian lifestyle to the immediate family, the Church, and the world. He or she must be able to respond in an exemplary way to criticism, conflict, and stress, modeling behavior expected in others.

### **Article 4: Regional Conference Board of Directors**

#### **4.1 Purpose**

The Regional Conference BOD shall advise the Bishop, function as the legal board of directors of the Regional Conference under the Bishop’s leadership, and perform other functions necessary for the functioning of the Regional Conference.

#### **4.2 Personnel**

**4.2.1 Composition.** The BOD shall be composed of:

4.2.1.1 The Bishop, serving as Chair of the Board.

4.2.1.2 Other Conference officers, as designated in Article 5.

4.2.1.3 The Regional Conference member on GCB, whose appointment and term are specified in the MDG.

4.2.1.4 Other members, whose appointment and terms are specified in the MOH.

**4.2.2 Number and Qualification.** The Board shall have no fewer than eight Board Members, each at least 18 years old and a member of a BIC U.S. congregation in the Regional Conference. All nominees for the Board must be approved by the Annual Meeting to take office.

**4.2.3 Resignations.** Any Board Member may resign at any time by giving notice in record form to the

Chair or the Secretary of this Organization. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. "Record form" indicates inscription on a tangible medium or stored in an electronic or other medium and retrievable in perceivable form.

**4.2.4 Vacancies.** Any vacancy or vacancies on the Board because of death, resignation, removal, disqualification, or any other cause, may be filled by a majority vote of the remaining Board Members, and each person so appointed shall begin serving as a Board Member immediately and shall serve for the balance of the unexpired term, but not beyond the conclusion of the next Annual Meeting unless the appointment is confirmed at the next Annual Meeting.

**4.2.5 Removal.** A Board Member may be removed from office at any time, with or without cause, by a majority vote of the Board. A Board Member who is so removed shall not be granted any rights to a hearing or the right to appeal the removal. Notice of the decision shall be given to the removed Board Member and the Board in record form.

**4.2.6 Ex-Officio Member.** The BIC U.S. National Director may attend any meeting of the BOD as a nonvoting, ex-officio member.

**4.3 Duties of the Board.** The BOD is responsible to:

4.3.1 Serve in an advisory capacity to the Bishop.

4.3.2 Function as the legal board of directors of the Regional Conference under the Bishop's leadership.

4.3.3 Review and approve or disapprove the purchase, sale, or transfer of Congregational Property, as well as mortgages and loans secured on property.

4.3.4 Serve as the Bishop Search Committee under the leadership of the BIC U.S. National Director, and assist the National Director in evaluating the performance of the Bishop as requested.

4.3.5 Ensure the alignment of the Regional Conference with the purpose, administration, and program of the BIC U.S., and maintain close communication with the BIC U.S., particularly through the Bishop and Regional Conference member on the GCB.

4.3.6 Study, coordinate, and promote the program of the Regional Conference.

4.3.7 Bring recommendations to Annual Meeting that will provide for the increased effectiveness of the Regional Conference.

- 4.3.8 Arrange to conduct the business of the Regional Conference between Annual Meetings and bring a report of business conducted to each Annual Meeting.
- 4.3.9 Oversee finance and property matters for the Regional Conference and assist in conference investment decisions.
- 4.3.10 Recommend a budget to the Annual Meeting for approval.
- 4.3.11 Employ staff persons as needed for the ongoing ministry of the Regional Conference.
- 4.3.12 Perform other duties and responsibilities as listed in the MOH.

#### **4.4 Meetings of the Board**

- 4.4.1 Regular Meetings.** The BOD shall hold at least two regularly scheduled meetings between Annual Meetings of the Regional Conference. The Chair of the Board shall determine the date, time, and geographic location (unless the meeting will occur only by electronic technology) of each meeting and notice of such shall be given a minimum of 30 days before the meetings.
- 4.4.2 Special Meetings.** Special meetings of the BOD may be called by the Chair, with a minimum notice of five days given before such meeting.
- 4.4.3 Agenda.** The agenda for each BOD meeting will be determined by the Chair.
- 4.4.4 Voting.** Each Board Member shall be entitled to one vote. The affirmative vote of a majority of the Board Members present and entitled to vote shall be required to take action.
- 4.4.5 Quorum.** A majority of the Board Members shall be present in each meeting in order to constitute a quorum. In the absence of a quorum, a majority of the Board Members present and voting may adjourn the meeting from time to time until a quorum is present.

#### **4.5 Liability of Board Members and Officers**

- 4.5.1 Limitation of Personal Liability of Board Members and Officers.** No member of the BOD shall be personally liable as such for monetary damages for any action taken, or any failure to take action, unless the member has breached or failed to perform the duties of office under Subchapter 57B (relating to standard of care and justifiable reliance) of the Pennsylvania Nonprofit Corporation Law; and the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.
- 4.5.2 Standard of Care and Justifiable Reliance.** A Board Member or officer of this Organization shall stand in a fiduciary relationship to the Organization, and shall perform his or her duties, including

his or her duties as a member of any committee of the Board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the Organization, and with such care, including reasonable inquiry, skill, and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a Board Member or officer shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following: One or more officers or employees of the Organization whom he or she reasonably believes to be reliable and competent in the matters presented; counsel, public accountants or other persons as to matters which he or she reasonably believes to be within the professional or expert competence of such person; a committee of the Board upon which he or she does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee he or she reasonably believes to merit confidence. A Board Member or officer shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

## **ARTICLE 5: Conference Officers**

The officers of the Regional Conference shall be: Chair, Assistant Chair, Secretary, and Treasurer. The offices of Secretary and Treasurer may be held by the same person. Officers of the Regional Conference serve as members and officers of the BOD.

### **5.1 Chair**

5.1.1 The Chair shall be the Bishop of the Regional Conference. In the case of a vacancy in the office of Bishop, the Assistant Chair shall serve as Chair until an Interim Bishop is appointed.

5.1.2 The Chair or his or her designee shall preside at all meetings of the BOD.

### **5.2 Assistant Chair**

5.2.1 The Assistant Chair shall be nominated and elected according to a process, and for a term of service, stated in the MOH. His or her term of office begins and ends at the conclusion of the Annual Meeting.

5.2.2 The Assistant Chair shall assist the Chair as requested.

### **5.3 Secretary**

5.3.1 The Secretary shall be nominated and elected according to a process, and for a term of service, stated in the MOH. His or her term of office begins and ends at the conclusion of the Annual Meeting.

5.3.2 The Secretary shall attend meetings of the BOD and shall cause the outcome of all the votes of the BOD to be recorded in the minutes of the BOD; and shall perform all duties incident to the office of the Secretary, and such other duties as may from time to time be assigned by the Chair or the BOD.

#### **5.4 Treasurer**

5.4.1 The Treasurer shall be nominated and elected according to a process, and for a term of service, stated in the MOH. His or her term of office begins and ends at the conclusion of the Annual Meeting.

5.4.2 The Treasurer shall be the chief financial officer of the Regional Conference, and as such, shall provide for the custody of the funds of the Conference, oversee financial operations for the Conference, ensure appropriate financial reporting for the Conference, and discharge such other duties as may from time to time be assigned by the Chair or the BOD.

### **Article 6: Annual Meeting**

#### **6.1 Purpose**

Pastors and delegates from the BIC U.S. congregations in the Regional Conference gather to:

- 6.1.1 Share and celebrate the work of God through the Regional Conference and the BIC U.S.
- 6.1.2 Dialogue about issues related to the ministry of the Regional Conference.

6.1.3 Amend, repeal, or suspend any part of the Regional Conference bylaws, subject to the approval of GCB as stated in Article 1.4.

6.1.4 Appoint members of the Regional Conference BOD.

6.1.5 Take action on other matters deemed appropriate by the BOD for the functioning of the Regional Conference.

#### **6.2 Meetings**

6.2.1 The BOD shall determine the day, hour, and location of each Annual Meeting and, at least 90 days before the meeting, in lieu of any other notice required by these Bylaws but consistent with Article 7.1, shall cause the Bishop to give notice of the day, hour, and location of the meeting to Regional Conference pastors and congregations through the appropriate media designated by the BOD.

6.2.2 The Bishop, in consultation with the BOD, shall plan the program and agenda for the Annual Meeting.

6.2.3 The Bishop or the Bishop's appointee shall chair the Annual Meeting. An assistant chairperson or chairpersons may be appointed as designated in the MOH.

6.2.4 Members present at any duly-called meeting shall constitute a quorum.

### **6.3 Voting Membership and Procedures**

The voting membership and procedures of the Annual Meeting shall be designated in the MOH.

## **Article 7: Notices, Waivers, and Meetings**

### **7.1 Required Notices**

Whenever notice is required to be given to any person under the provisions of the Articles, Bylaws, or the law, notice may be given in any of the following means: hand delivery, first class mail (postage prepaid), fax, email, or other electronic communication. Notice shall be delivered to the person's address, email, or fax number supplied by the person to this Organization for the purpose of notice. If notice is mailed, it shall be deemed given to the person entitled thereto when deposited in the U.S. mail or, in the case of fax, email, or other electronic communication, when sent. Notice of a meeting shall specify the location, day and hour of the meeting, and any other information required by law or these Bylaws.

### **7.2 Adjourned Meeting**

When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at the adjourned meeting other than an announcement at the suspended meeting of the location, day, and hour of the continued meeting to which the adjournment is taken.

### **7.3 Waivers of Notice**

Whenever any notice is required to be given under the provisions of the Articles, these Bylaws, or the Nonprofit Corporation Law, a waiver thereof that is filed with the Secretary in record form, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except as otherwise required by this section or by Article 7.1, neither the business to be transacted at nor the purpose of a meeting need be specified in the waiver of notice of such meeting. In the case of a

special meeting of the Board, such waiver of notice shall specify the general nature of the business to be transacted. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except when a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

#### **7.4 Modification of Proposal Contained in Notice**

Whenever the language of a proposed resolution is included in a notice of a meeting, the meeting members considering the resolution may, without further notice, adopt it with such clarifying or other amendments as do not enlarge its original purpose.

#### **7.5 Meetings by Conference Telephone or Other Electronic Technology**

One or more persons may participate in a meeting of the BOD or any Regional Conference committee, team, or event by means of conference telephone or other electronic technology by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at the meeting.

### **Article 8: Conflicts of Interest**

8.1 No contract or transaction between this Regional Conference and one or more of its Board Members or officers; or between this Regional Conference and any other corporation, partnership, association, or other organization in which one or more of its Board Members are trustees, directors, or officers, or have a financial interest; or in which any Board Member or officer has any other conflict of interest; shall be void or voidable solely for such reason. Nor shall such contract or transaction be void or voidable solely because the Board Member or officer is present at or participates in the meeting of the BOD which authorizes the contract or transaction, or solely because his, her, or their votes are counted for such purpose. Such contract or transaction shall not be void or voidable, if (1) the material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the BOD and the Board in good faith authorizes the contract or transaction by the affirmative votes of majority of the disinterested Board Members even though the disinterested Board Members are less than a quorum; or (2) the contract or transaction is fair to this Regional Conference as of the time it is authorized, approved, or ratified by the BOD. Interested Board Members may



be counted in determining the presence of a quorum at a meeting of the BOD which authorizes the contract or transactions.

8.2 Notwithstanding anything to the contrary, the BOD shall at any time have the right to adopt a formal Conflict of Interest Policy for this Organization. If the terms of this section and the terms of the Conflict of Interest Policy conflict, the terms of the Conflict of Interest Policy shall govern.

#### **Article 9: Relations to Other Institutions or Agencies**

The Regional Conference may relate to other institutions or agencies as specified in those institutions' or agencies' governing documents and according to the Regional Conference MOH.

#### **Article 10: Property**

##### **10.1 Regional Conference Property**

10.1.1 This Regional Conference and all its property including real property are subject to the Manual of Doctrine and Government of the BIC U.S.

10.1.2 Upon dissolution, after payment of all obligations, the assets of the Regional Conference shall be distributed to the General Conference of the Brethren in Christ or its successors.

##### **10.2 Congregational Property**

10.2.1 Congregational property is all property owned by the congregations of this Regional Conference, including property used by congregations for worship and related purposes.

10.2.2 Congregational property is held by the local congregation subject to the MDG, whether the deed is in the name of the trustees of the congregation or in the name of the corporation if the congregation is incorporated, and whether or not the deed includes the language prescribed in the MDG for the organizational and governing documents of congregations.

10.2.3 The proceeds from the sale or other disposition of congregational property is held in trust or by order of the Regional Conference BOD.

10.2.4 When congregations have disbanded or church property is no longer in use, the BOD is authorized to appoint trustees. These trustees have the legal authority to sell and convey title to the property for which they are serving as trustees, subject to the approval by majority vote of the BOD.

10.2.5 Upon dissolution, after payment of all obligations, the assets of a congregation shall be distributed to the Regional Conference.

### **10.3 Capital Project Requests**

10.3.1 Whenever a congregation, institution, or agency of the Regional Conference begins planning for any renovations requiring a building permit, construction of a new facility, or purchase or lease of property, the congregation or agency shall inform the BOD by way of the Bishop prior to formal congregational vote on the project or the securing of architectural or fundraising services. The BOD may subsequently appoint a consultant to work with the congregation or agency through the planning, approval, and completion of the project.

10.3.2 Whenever it becomes necessary for a congregation to incur a total debt which exceeds one third of the congregation's annual giving, the congregation shall submit a loan authorization request to obtain approval from the BOD before proceeding to borrow money from any source.

### **Article 11: Amendments and Suspension**

11.1 Other than registering a change of address, the Article of Incorporation and Bylaws, and any amendments thereto, of this Regional Conference may be amended only with the approval of two-thirds of the total membership of General Conference Board (or its successors) of the BIC U.S., a Pennsylvania nonprofit corporation (or its successors).

11.2 Additionally, these Regional Conference Bylaws may only be amended by a two-thirds vote of any Annual Meeting, subject to the provisions of law, the MDG, and the Articles of Incorporation of this corporation.

11.3 Selected articles of these Bylaws may be suspended for up to one year by both a two-thirds affirmative vote of any Annual Meeting and the approval of two-thirds of the total membership of GCB.