

# CONSTITUTION AND BYLAWS OF THE GREAT LAKES CONFERENCE OF THE EVANGELICAL COVENANT CHURCH

## CONSTITUTION

### Preamble

The Evangelical Covenant Church is a communion of congregations gathered by God, united in Christ, and empowered by the Holy Spirit to obey the great commandment and the great commission. It affirms its companionship in faith with other church bodies and all those who fear God and keep God's commandments.

The Evangelical Covenant Church adheres to the affirmations of the Protestant Reformation regarding the Bible. It confesses that the Holy Scripture, the Old and the New Testament, is the Word of God and the only perfect rule for faith, doctrine, and conduct. It affirms the historic confessions of the Christian Church, particularly the Apostles' Creed, while emphasizing the sovereignty of the Word of God over all creedal interpretations.

In continuity with the renewal movements of historic Pietism, the Evangelical Covenant Church especially cherishes the dual emphasis on new birth and new life in Christ, believing that personal faith in Jesus Christ as Savior and Lord is the foundation for our mission of evangelism and Christian nurture. Our common experience of God's grace and love in Jesus Christ continues to sustain the Evangelical Covenant Church as an interdependent body of believers that recognizes but transcends our theological differences.

The Evangelical Covenant Church celebrates two divinely ordained sacraments, baptism and the Lord's Supper. Recognizing the reality of freedom in Christ, and in conscious dependence on the work of the Holy Spirit, we practice both the baptism of infants and believer baptism. The Evangelical Covenant Church embraces this freedom in Christ as a gift that preserves personal conviction, yet guards against an individualism that disregards the centrality of the Word of God and the mutual responsibilities and disciplines of the spiritual community.

The Evangelical Covenant Church has its roots in historical Christianity, the Protestant Reformation, the biblical instruction of the Lutheran Church of Sweden, and the great spiritual awakenings of the eighteenth and nineteenth centuries. These influences, together with more recent North American renewal movements, continue to shape its development and distinctive spirit. The Evangelical Covenant Church is committed to reaching across boundaries of race, ethnicity, culture, gender, age, and status in the cultivation of communities of life and service.

### Introduction

The Great Lakes Conference of the Evangelical Covenant Church, in order to accomplish its mission and purposes, has formulated and adopted this Constitution and Bylaws. The Constitution recognizes that the highest constituted authority of the Great Lakes Conference is the convention of delegates known as the Annual Meeting, which alone can adopt and amend the Constitution and Bylaws. The Great Lakes Conference (GLC) shall be governed by this Constitution and Bylaws, its Articles of Incorporation, and all applicable laws subject to the requirements of the Evangelical Covenant Church (ECC). ECC requirements shall take priority over conflicting GLC provisions.

**Commented [DM1]:** Item 10 – Referring to ECC Processes and Requirements.

## ARTICLE I

### Name

The name of this organization shall be the Great Lakes Conference (GLC) of the Evangelical Covenant Church (ECC). Hereinafter, the Great Lakes Conference may be called the GLC and the Evangelical Covenant Church may be called the ECC.

~~The GLC, which is an administrative division of the denomination, is an association of Covenant Churches which have accepted this Constitution and agree to work in harmony with the GLC and ECC.~~

**Commented [DM2]:** Item 15 – “Administrative Division” of the ECC

## ARTICLE II

### Confession

The GLC confesses that the Holy Scripture, the Old and the New Testament, is the Word of God and the only perfect rule for faith, doctrine, and conduct.

## ARTICLE III

### Establishment and Purpose

**Section 3.1.** The GLC is a mission region of the ECC. As such, it is a separately incorporated association of ECC congregations, recognized as provided in the bylaws of the ECC.

**Section 3.2.** As a mission region, the GLC exists to serve its local churches and to minister on their behalf to better make known the good news of saving faith in Jesus Christ, to encourage a Christ-like life among its members, and to carry out Christ's redeeming work of love, mercy, and justice in the world.

**Section 3.3.** The GLC is incorporated in the state of Ohio as a not-for-profit organization. The delegates to the Annual Meeting are the corporate members of the GLC.

**Section 3.4.** The objectives of the GLC shall be to propagate the gospel in accordance with the precepts of Christ and his apostles and to promote Christ-like life among the churches and their members, and to apply the gospel in every area of life. To accomplish these objectives, the GLC, in cooperation with the ECC, shall endeavor to:

- ~~a. formulate policies for its ministry within the territorial limits of the GLC;~~
- ~~b. organize, build and develop churches;~~
- ~~c. own, operate, and maintain camps and other facilities for Christian education and youthwork;~~
- ~~d. own, operate, and maintain institutions as the need arises;~~
- ~~e. acquire and own by purchase, gift or grant such real and personal property as may be necessary to carry out these objectives;~~
- a. Assist GLC congregations in the performance of ministries in which they engage individually;
- b. Enable GLC congregations to perform together certain ministries which they cannot feasibly undertake alone;
- c. Engage with the ministry priorities of the ECC for the benefit of the GLC congregations and GLC Entities;
- d. Engage with, and when appropriate initiate, the life cycle of the church from conception to life's end, supporting and resourcing the local church and GLC Entities for the best missional health of the GLC congregations;
- e. When appropriate and useful: recognize, or establish, or acquire GLC Entities and see to their ongoing vitality in order to further the above purposes;
- f. When appropriate, acquire and own by purchase, gift or grant such real and personal property as may be necessary to carry out these objectives.

Commented [DM3]: Item 1 Statement of Purpose

## ARTICLE IV

### Territory

**Section 4.1.** The boundaries of the GLC shall be determined by the ECC Annual Meeting, upon the recommendation of the Executive Board of the ECC after consultation with the GLC.

**Section 4.2.** The territory currently assigned to the GLC comprises the states of Kentucky, Ohio, Tennessee, and West Virginia, the lower peninsula of Michigan, ~~and the western parts of New York, Pennsylvania, and Virginia,~~ ~~and the southeastern part of the province of Ontario, Canada.~~ The principal office shall be located at such a place as the Executive Board shall determine.

Commented [DM4]: Item 0 Territory

## ARTICLE V

### Membership

**Section 5.1.** The GLC is composed of Christian congregations united in faith and service.

**Section 5.2.** Membership is open to evangelical Christian congregations that are in accord with the Preamble and Confession of the ECC, and that meet the requirements stated in the ECC Constitution and Bylaws, which are repeated in this Constitution and Bylaws. A congregation seeking membership shall follow the procedure determined by the ECC Executive Board, which is repeated in these Bylaws.

**Section 5.3.** Membership is granted dually in both the GLC and the ECC. A congregation cannot be a member of one without being a member of the other.

**Section 5.4.** Member congregations pledge mutually to support the principles, policies, and programs of the GLC and the ECC. This includes regular financial support of the GLC and the ECC. The Constitution and Bylaws of member congregations shall be in general agreement with the principles of the ECC Preamble, Constitution, and Bylaws. Member congregations have

freedom in the management of local matters, and those with either loans or subsidies from the GLC or ECC shall work under the supervision of the Executive Board and the ~~ECC's Board of Church Growth & Evangelism~~ Start and Strengthen Churches standing committee or its successor organization.

**Commented [DM5]:** Item 10 - Reference to Board of Church Growth and Evangelism

**Section 5.5.** Member congregations that through decision or practice are out of harmony with the principles, policies, programs, or institutions of the ECC may be subject to discipline and dismissed from the ECC and GLC, according to the procedures stated in the Bylaws.

**Section 5.6.** A congregation seeking to sever its affiliation with the ECC and GLC shall follow the procedures stated in the Bylaws.

## ARTICLE VI

### Officers

**Section 6. 1.** One of the officers of the GLC shall be a Superintendent. Other officers shall be a Chair, Vice-chair, Treasurer, and Secretary who shall also serve in those capacities on the Executive Board. The Bylaws may provide for additional officers.

**Section 6.2.** Officers shall be selected according to the procedures stated in the Bylaws.

**Section 6.3.** Officers shall have duties and responsibilities provided in the Bylaws.

## ARTICLE VII

### Annual Meeting

**Section 7. 1.** A convention of delegates, known as the Annual Meeting, shall be the highest constituted authority in the GLC.

**Section 7.2.** There shall be one regular session of the Annual Meeting each year, the date of which shall be determined by the Executive Board.

**Section 7.3.** As the highest deliberative and decision-making body of the GLC, the Annual Meeting shall approve the admission and dismissal of congregations, elect or call persons to leadership positions as provided in the Bylaws, approve the budget of the GLC, receive and approve reports, amend the Constitution and Bylaws, conduct other such business as may properly come before it, and make decisions necessary to the mutual work of the GLC, GLC Entities, and the ECC, as provided in the Bylaws.

**Section 7.4.** Each GLC congregation is entitled to send-name one or more delegates to the Annual Meeting, as provided in the Bylaws. The GLC Superintendent and elected members of the Executive Board shall be ex officio delegates. The Bylaws may provide for additional delegates and advisors. Each delegate shall serve for a term that expires at the convening of the next regular session of the Annual Meeting as provided in the Bylaws. Each delegate shall be a corporate member of the GLC for the duration of that delegate's term.

**Commented [DM6]:** Item 14 – Annual Meeting as Group of People and as Event

**Commented [DM7]:** Item 14 – Annual Meeting as Group of People and as Event

**Section 7.5.** Special sessions of the Annual Meeting may be called by the Executive Board, by the Superintendent with the concurrence of the Executive Board, or by a majority of the current delegates. At least thirty days before the date of each special meeting, the Secretary of the GLC shall send a notice to each current delegate, stating the time, place, and purpose of the meeting.

**Section 7.6.** ~~One-Third~~ A majority of delegates registered and certified in accordance with the Bylaws shall constitute a quorum for any regular or special session of an Annual Meeting.

**Commented [DM8]:** Item 4 – Definition of Quorum for Annual Meeting

**Section 7.7.** At the discretion of the Executive Board, any session of the Annual Meeting may be conducted in either an in-person format, or a virtual format, or a hybrid format. The Executive Board shall ensure that the arrangements for sessions in either a virtual or hybrid format adhere to the requirements of the GLC's state of incorporation. Where the Bylaws require a written ballot, the Executive Board shall provide a way for virtual participants to vote and these votes will be considered written ballots. The Executive Board shall ensure that the written ballots of virtual participants have, to the greatest extent possible, the same ability to be counted, and the same level of documentation, and the same degree of confidentiality as the written ballots of in-person participants.

**Commented [DM9]:** Item 5 – Virtual and Hybrid Annual Meetings.

## ARTICLE VIII

### Executive Board

**Section 8.1.** The Executive Board shall be the agent of the Annual Meeting in making decisions for, and otherwise acting on behalf of, the GLC when the Annual Meeting is not in session. This agency does not include powers reserved exclusively to the Annual Meeting by the Constitution and Bylaws or by decision of the Annual Meeting. The Executive Board shall be responsible to the Annual Meeting for its decisions and actions.

**Section 8.2.** The Executive Board shall be responsible for ensuring that all matters required to be brought to the Annual Meeting under this Constitution and Bylaws are in fact brought to the Annual Meeting.

**Section 8.3.** The Executive Board shall have the authority and responsibility for ensuring that the policies, procedures, and actions of the GLC comply with this Constitution and Bylaws.

**Section 8.4.** The Executive Board shall have the authority and responsibility for ensuring that the officers and staff of the GLC comply with this Constitution and Bylaws.

**Section 8.5.** The Annual Meeting shall elect members of the Executive Board as provided in the Bylaws.

**Section 8.6.** The Superintendent shall be an ex officio member of the Executive Board. The Bylaws may provide for additional ex officio members, as well as for advisors.

**Section 8.7.** The Executive Board may establish committees and otherwise organize itself for the accomplishment of its assignments.

**Section 8.8.** Additional responsibilities for the Executive Board shall be delineated in the Bylaws.

**Section 8.9.** A majority of voting members shall constitute a quorum for the meetings of the Executive Board or any administrative ~~Board body~~ of the GLC.

## ~~ARTICLE IX~~

### ~~Ministries~~

~~The GLC shall may have ministries to be responsible for specific missions and purposes of the GLC. These shall be in cooperation with each other, the congregations, the ECC, GLC associations, and GLC institutions, affiliated corporations and institutions. GLC ministries shall be recognized and organized according to provisions identified in the Bylaws.~~

## ARTICLE IX

### The Superintendent

The Superintendent shall be the pastor and chief executive officer of the GLC and its mission, with responsibilities delineated in the Bylaws. The Superintendent shall be an ex officio member of the Executive Board and all other ~~administrative entities bodies aligned with~~ within the GLC. The Superintendent shall be elected according to provisions in the Bylaws.

## ARTICLE XI

### GLC Entities

**Section 10.1.** The GLC may ~~acquire~~ establish, and/or recognize GLC Entities to be responsible for specific missions and purposes of the GLC, in cooperation with each other, the congregations, and the ECC. ~~The types of GLC entities are Associations, Institutions, Ministries, and Commissions.~~

**Section 10.2.** Each GLC Entity shall be identified and established in accordance with the Bylaws.

**Section 10.3.** Each GLC Entity may adopt governing structures consistent with the law and not inconsistent with the Constitution and Bylaws of the GLC. The Superintendent shall be an ex officio member of the governing structures of each GLC Entity.

**Section 10.4** Subject to the powers reserved to the Annual Meeting and the Executive Board ("Reserved Powers"), ~~which are listed in the legal formation documents of each Conference Entity,~~ GLC Entities shall have all the powers necessary or incidental to the administration of their respective businesses, affairs and ministries with the exception of the power of purchasing, mortgaging, selling or conveying any real properties, which shall require the prior approval of the Annual Meeting or Executive Board for each such transaction, as may be further specified in the GLC Bylaws and/or the GLC Entity's ~~Articles of Incorporation, Bylaws, Articles of Organization, Operating Agreement, or other operational documents.~~

## ARTICLE XII

### Asset Resolution and Distribution of Assets

**Commented [DM10]:** Item 23 – Cascade Effects of Item 2 – Sub Organizations

**Commented [DM11]:** Item 2 Suborganizations (Main)

**Commented [DM12]:** Item 23 – Cascade Effects of Item 2 – Sub Organizations

**Commented [DM13]:** Item 23 – Cascade Effects of Item 2 – Sub Organizations

**Commented [DM14]:** Item 2 – Sub Organizations

**Commented [DM15]:** Item 23 – Cascade Effects of Item 2 – Sub Organizations

**Commented [DM16]:** Item 22 – Correct Documents for Type of Corporate Structure

**Section 11.1.** In case of schism within the GLC, all property and other assets belonging to the GLC shall belong to the group which upholds and adheres to this Constitution and Bylaws as determined by the ECC Executive Board.

**Section 11.2.** Should the GLC be dissolved or diminish to less than ten member churches, all right, title, and interest to property, real, personal, tangible, and intangible, and all other assets belonging to the GLC shall pass to the ECC.

**Section 11.3.** A member church which withdraws or is dismissed from this GLC and the ECC shall be subject to immediate payment of all loans, grants, or property received from the GLC and the ECC, including any applicable interest as determined by the Executive Board. The church shall also forfeit all rights to GLC and ECC property.

### **ARTICLE XIII**

#### **Amendments**

**Section 12.1.** Proposed amendments to this Constitution shall be introduced in writing at a regular session of the Annual Meeting, but may not be acted upon until the next regular session of the Annual Meeting, and for adoption must receive the affirmative vote of two-thirds of all the accredited delegates present and voting at all the accredited delegates voting in the regular session of the Annual Meeting.

**Section 12.2.** Proposed amendments to this Constitution shall be in harmony with the ECC Constitution and Bylaws.

**Section 12.3.** The Secretary shall have proposed amendments published in an official publication of the GLC and shall transmit them in writing to each source of delegates at least thirty days prior to the regular session of the Annual Meeting at which final action is to be taken.

**Commented [DM17]:** Item 14 – Annual Meeting as Group of People and as Event

**Commented [DM18]:** Item 14 – Annual Meeting as Group of People and as Event

**Commented [DM19]:** Item 24 – Cascade Effects of Item 5- Virtual / Hybrid Annual Meetings.

**Commented [DM20]:** Item 14 – Annual Meeting as Group of People and as Event

**Commented [DM21]:** Item 14 – Annual Meeting as Group of People and as Event

## BYLAWS

### ARTICLE I

#### Membership

**Section 1.1. Admission to Membership.** A congregation seeking membership in the Great Lakes Conference (GLC) shall apply for membership in the GLC and the Evangelical Covenant Church (ECC) concurrently. The application shall be made at least one month prior to the regular session of the Annual Meeting of the GLC on a form provided by the ECC. In order for the applying congregation to become a member of the GLC and the ECC, the membership application must be approved by the GLC Executive Board, the GLC Annual Meeting, the Executive Board of the ECC, and the Annual Meeting of the ECC, in that order. Upon approval by the Annual Meeting of the ECC, the congregation shall simultaneously become a member of the ECC and of the GLC. The GLC and the ECC shall maintain a roster of member congregations.

**Commented [DM22]:** Item 14 – Annual Meeting as Group of People and as Event

**Section 1.2. Involuntary Dismissal from Membership.**

- a. Charges that a congregation is out of harmony with the ECC shall be presented to the GLC Executive Board, which shall immediately inform the Executive Board of the ECC and the President of the ECC of the charges.
  - i. If the GLC Executive Board finds the charges to be credible, the GLC Executive Board shall seek to guide the congregation into harmony with the ECC. The GLC Executive Board shall then make a report and recommendation to the Executive Board of the ECC and the President of the ECC.
  - ii. The Executive Board of the ECC shall independently consider the credibility of the charges based on all the information and recommendations available to it. The Executive Board of the ECC may then, at its initiative and in communication with the GLC, seek to guide the congregation into harmony with the ECC. If the Executive Board of the ECC determines that the congregation is and remains out of harmony with the ECC, the Executive Board of the ECC shall make a report and recommendation to the Annual Meeting of the ECC.
  - iii. The Annual Meeting of the ECC shall vote on the recommendation of the ECC Executive Board.
  - iv. If a congregation is dismissed from membership in the ECC by action of the Annual Meeting of the ECC, its membership in the GLC shall also be terminated.
- b. In all cases, congregations shall have opportunity to defend themselves before the GLC Executive Board, the Executive Board of the ECC, and the Annual Meeting of the ECC.

**Section 1.3. Voluntary Dismissal from Membership.**

A congregation seeking to terminate its membership in the ECC shall signify its intention, in writing, to the GLC Executive Board at least one month prior to the regular session of the GLC Annual Meeting. Action on such a request shall take place in the following sequence:

**Commented [DM23]:** Item 14 – Annual Meeting as Group of People and as Event

- a. the GLC Superintendent shall notify the President of the ECC and the Executive Board of the ECC of the intention of the congregation to terminate its membership;
- b. the GLC Executive Board shall make a report and recommendation to the Annual Meeting of the GLC regarding the request of the congregation to terminate its membership;
- c. the GLC Annual Meeting shall make a report and recommendation to the Executive Board of the ECC regarding the request of the congregation to terminate its membership;
- d. the Executive Board of the ECC shall make a report and recommendation to the Annual Meeting of the ECC regarding the request of the congregation to terminate its membership; and
- e. the Annual Meeting of the ECC shall vote on the recommendation of the Executive Board of the ECC. If the Annual Meeting of the ECC decides to terminate the membership of the congregation, the congregation's membership in the ECC and in the GLC shall be terminated.

**Section 1.4. Disbanded Congregations.** Recommendations regarding the removal from membership of congregations that have disbanded shall come to the Annual Meeting of the ECC from the Executive Board of the ECC upon prior recommendation of the GLC Executive Board and the GLC Annual Meeting.

**Section 1.5. Use of the GLC and ECC Name and Logo.** When a congregation is no longer a member of the ECC, it shall cease all use of and reference to the name "The Evangelical Covenant Church," shall cease all use of the logo of the GLC and ECC, and

shall not represent itself as being a member of the GLC or ECC.

## ARTICLE II

### The Annual Meeting

**Section 2.1.** The Executive Board shall designate the time and place of each regular session of the Annual Meeting, which shall be held prior to the ECC Annual Meeting.

**Commented [DM24]:** Item 14 – Annual Meeting as Group of People and as Event

**Section 2.2.** Delegates.

a. Member congregations shall be entitled to representation as follows: congregations up to 100 members, two delegates; congregations with 101 to 200 members, three delegates; congregations with 201 to 300 members, four delegates; congregations with 301 or more members, five delegates.

b. The Superintendent and members of the Executive Board shall be ex officio delegates.

~~c. Each standing commission, Association and Institution shall be entitled to one delegate.~~

~~d. Each association recognized by the GLC shall be entitled to one delegate.~~

~~e. Each affiliated corporation and institution shall be entitled to one delegate.~~

**Commented [DM25]:** Item 23 – Cascade Effects of Item 2 – Sub Organizations

d. Each delegate to an Annual Meeting shall be a member of an ECC congregation. Delegates representing local congregations shall be members of the congregation they represent. No delegate may represent more than one entity/organization, except a member in good standing of the Ministerial Association serving two or more congregations may represent those churches being served, yet with only one vote. A member in good standing of the Ministerial Association who is serving as an interim pastor in a member congregation may serve as a delegate from that congregation without being a member of that congregation.

**Commented [DM26]:** Item 23 – Cascade Effects of Item 2 – Sub Organizations

e. The names of all delegates and alternate delegates shall be registered with the Secretary prior to the regular session of the Annual Meeting

**Commented [DM27]:** Item 14 – Annual Meeting as Group of People and as Event

f. A church plant within the GLC that is not yet a member congregation may send name two advisors to the Annual Meeting.

**Commented [DM28]:** Item 14 – Annual Meeting as Group of People and as Event

g. A member in good standing of the Ministerial Association who is not a delegate may be an advisor to the Annual Meeting.

h. With the consent of the Executive Board, a congregation that cooperates with and supports the ECC but is not a member of the ECC for a reason approved by the Executive Board may send name one advisor to the Annual Meeting.

**Commented [DM29]:** Item 14 – Annual Meeting as Group of People and as Event

i. Honorary delegates may be recognized by the Annual Meeting. Honorary delegates shall be advisors to the Annual Meeting.

**Section 2.3.** Registration, Certification and Term.

a. The Annual Meeting shall consist of the registered delegates whose credentials have been certified by the committee on credentials appointed by the Chair. When approved by the regular session of the Annual Meeting, this list shall constitute the official roster of the Annual Meeting.

**Commented [DM30]:** Item 14 – Annual Meeting as Group of People and as Event

b. Certified delegates and alternates shall serve until the start of the next regular session of the Annual Meeting.

**Commented [DM31]:** Item 14 – Annual Meeting as Group of People and as Event

**Section 2.4.** The Agenda and Standing Rules.

**a. Agenda.**

i. An agenda to be presented to the regular session of the Annual Meeting shall be prepared by an Agenda Committee consisting of the Chair, the Vice-chair, and the Superintendent. The agenda shall be approved by the Executive Board prior to distribution to the delegates.

**Commented [DM32]:** Item 14 – Annual Meeting as Group of People and as Event

ii. As the highest deliberative and decision-making body of the GLC, the Annual Meeting shall recommend to the ECC the admission and dismissal of congregations, elect or call persons to leadership positions as provided in these Bylaws, approve the budget of the GLC, receive and approve reports, and make other decisions necessary to the mutual work of the GLC, the ECC, GLC Entities, and member congregations, and affiliated institutions and corporations, as provided in these Bylaws.

**Commented [DM33]:** Item 23 – Cascade Effects of Item 2 – Sub Organizations

iii. Copies of the proposed agenda shall be available to delegates when they arrive at the beginning of the regular

**Commented [DM34]:** Item 24 – Cascade Effects of Item 5- Virtual / Hybrid Annual Meetings.

~~session of the~~ Annual Meeting.

- iv. Items of business that are not on the proposed agenda may be submitted in writing by a delegate to the ~~moderator/Chair~~. If the item submitted is in order, a majority vote of the delegates ~~present and~~ voting shall be required to place that item on the agenda.

**Commented [DM35]:** Item 14 – Annual Meeting as Group of People and as Event

**Commented [DM36]:** Item 20 – Moderator vs. Chair

**Commented [DM37]:** Item 24 – Cascade Effects of Item 5- Virtual / Hybrid Annual Meetings.

**b. Standing Rules.**

- i. Standing rules shall be prepared by the Agenda Committee, approved by the Executive Board, and adopted by the Annual Meeting.
- ii. Copies of the proposed standing rules shall be available to delegates ~~when they arrive at the beginning of the~~ ~~regular session of the~~ Annual Meeting.
- iii. The current edition of Robert's Rules of Order shall instruct the proceedings, except where standing rules so direct.

**Commented [DM38]:** Item 24 – Cascade Effects of Item 5- Virtual / Hybrid Annual Meetings.

**Commented [DM39]:** Item 14 – Annual Meeting as Group of People and as Event

**Article III**

**Officers**

**Section 3. 1. The Superintendent.**

**a. Responsibilities.** The Superintendent shall be the pastor and chief executive officer of the GLC, supervising and promoting its work in accordance with the decisions of the Annual Meeting, and under the direction of the Executive Board. In accomplishing such, the Superintendent shall provide particular leadership in the areas of mission, pastoral care, congregational support, executive operations, and coordination with the ministries and resources of the ECC. The Superintendent shall provide personnel supervision for all positions employed by the GLC. The Superintendent shall submit a written report to the ~~regular session of the~~ Annual Meeting. The Superintendent may sign all necessary legal documents as required by law.

**Commented [DM40]:** Item 14 – Annual Meeting as Group of People and as Event

**b. Administrative Assignments.** ~~The Superintendent shall be an ex officio member of all committees and of the governing structure of each GLC Entity.~~ The Superintendent shall be an ex officio member of the Executive Board ~~except when:~~

**Commented [DM41]:** Item 23 – Cascade Effects of Item 2 – Sub Organizations

~~i. except when the Executive Board is acting as the Nominating Search Committee for naming candidates for the office of GLC-Superintendent, in which case the Superintendent shall not participate,~~

**Commented [DM42]:** Item 21 Search Committee vs. Nominating Committee

~~ii. and except when the Executive Board is performing a job appraisal or discussing compensation for the Superintendent, in which case the Executive Board may meet in executive session apart from the Superintendent and other ex officio members and advisors. The Superintendent shall be an ex officio member of all boards, commissions, committees, institutions of the GLC.~~

**Commented [DM43]:** Item 16 – Executive Session for Discussion of Superintendent Compensation

**c. Nomination of Superintendent.** Candidates for ~~GLC-Superintendent~~ shall be ordained ministers of the ECC in good standing. The Executive Board shall serve as the Search Committee. The Executive Board shall put forward one nominee after the concurrence of the Executive Board of the ECC. The President of the ECC shall serve as an advisor to the process for the selection of a nominee, with privilege of attendance and voice at all meetings.

**Commented [DM44]:** Item 23 – Cascade Effects of Item 2 – Sub Organizations

**d. Election.** ~~A two-thirds vote of the votes cast~~ ~~A two-thirds vote of the delegates present and voting at a regular or special session of the Annual Meeting~~ shall be required for election. All voting shall be by written ballot. Should the candidate fail to receive the required vote, the position shall be filled temporarily under Section 3.1.1. of this article. A new nomination process for the permanent position shall proceed according to Section 3.1.c of this article.

**Commented [DM45]:** Item 24 – Cascade Effects of Item 5- Virtual / Hybrid Annual Meetings.

**Commented [DM46]:** Item 24 – Cascade Effects of Item 5- Virtual / Hybrid Annual Meetings.

**e. Installation.** ~~The GLC-Superintendent shall be installed in office at an Annual Meeting of the ECC, and assume office on a date determined by the GLC Executive Board.~~

**f. Term and Tenure.** The Superintendent shall serve for a term of 4 years, ~~and shall assume office starting on September 1 following the election/installation. The Superintendent and Executive Board may agree on an initial period of paid or unpaid leave if desired.~~ The Superintendent may be re-nominated for subsequent terms, provided however that the Superintendent shall not be eligible to serve beyond August 31 after attaining the age of seventy years, except by special arrangement by the Executive Board.

**Commented [DM47]:** Item 11 – Timing of the Start of a New Superintendent

**g. Suspension.**

- i. By vote of two-thirds of its elected members, the Executive Board may suspend the Superintendent. The



Executive Board may lift the suspension by vote of two-thirds of its elected members.

- ii. Causes for suspension include failure to perform duties, malfeasance, misfeasance, immorality, indiscretion, unethical behavior, doctrinal error, breach of a fiduciary duty owed to the GLC, breach of a duty of confidentiality owed to the GLC, or breach of a duty of loyalty owed to the GLC.
- iii. Suspension may be with or without pay as the Executive Board may determine.
- iv. After a suspension, the Executive Board may appoint a person to serve in the capacity of the suspended person on an interim basis.

v. If a person is still under suspension at the time of the second regular session of the Annual Meeting following suspension, the Executive Board shall submit the matter to that session of the Annual Meeting, which shall either remove the suspended person for cause by majority vote or reinstate the suspended person with or without back pay, which shall by a majority vote of the votes cast at that session of the Annual Meeting either remove the suspended person for cause or reinstate the suspended person with or without back pay. The Executive Board may, in its discretion, submit the matter to the Annual Meeting at the first regular session of the Annual Meeting following suspension or at a special session of the Annual Meeting.

**h. Vacancies.** The Executive Board shall declare the position of Superintendent vacant upon the removal, resignation, permanent incapacity, or death of the person holding that position.

**i. Removal.** The Superintendent can be removed only by majority vote of the Annual Meeting, by a majority vote of the votes cast at a regular or special session of the Annual Meeting.

**j. Resignation.** The Superintendent may resign upon written notice to the Executive Board.

**k. Permanent Incapacity.** The Executive Board shall develop a policy for determining permanent incapacity.

**l. Filling Vacancies.** In the event of a vacancy in the position of Superintendent, the Executive Board shall appoint an Acting Superintendent. The Acting Superintendent shall perform all the duties of the Superintendent, and when so acting shall have all the powers of and be subject to all the limitations of the Superintendent. The permanent position shall be filled in a reasonable and expeditious time period.

### Section 3.2. Associate Superintendent(s)

**a.** At the discretion of the Annual Meeting or the Executive Board, the GLC may have one or more Associate Superintendents.

**ba. Responsibilities:** ~~The Any~~ Associate Superintendent shall be a pastor and officer of the GLC, supervising and promoting its work under the direction of the Executive Board. ~~The Any~~ Associate Superintendent shall work with and be responsible to the Superintendent. In accomplishing such, ~~the any~~ Associate Superintendent shall provide particular leadership in areas designated by the Executive Board. ~~The Any~~ Associate Superintendent shall submit a written report to regular sessions of the Annual Meeting.

**bc. Administrative Assignments.** ~~The Associate Superintendent(s) shall be an ex officio member of the Executive Board except when the Executive Board is acting as the Search Committee for naming candidates for the office of GLC Superintendent or Associate Superintendent(s), in which case the Associate Superintendent(s) shall not participate, and except when the Executive Board is performing a job appraisal for the Superintendent or Associate Superintendent(s), in which case the Board may meet in executive session apart from all the ex officio members and advisors. The An Associate Superintendent(s) shall may fill the Superintendent's role as an ex officio member of all boards, commission, committees, institutions, and corporations, a committee and of the governing structure of an Entity of the GLC when the Superintendent cannot be present at the discretion of the Superintendent or Executive Board. Upon the death or incapacity of the Superintendent, the Executive Board shall may designate an Associate Superintendent as Acting Superintendent until a successor Superintendent is elected or, at the Executive Board's discretion, to any date up to the date the successor Superintendent's term starts or initial leave ends. Any Associate Superintendent shall be an ex officio member of the Executive Board.~~

i. ~~except when the Executive Board is acting as the Search Committee for naming candidates for the office of Superintendent or Associate Superintendent(s), in which case the Associate Superintendent(s) shall not participate.~~

ii. ~~and except when the Executive Board is performing a job appraisal or discussing compensation for the Superintendent or any Associate Superintendent(s), in which case the Board may meet in executive session apart from all the ex officio members and advisors.~~

**Commented [DM48]:** Item 9 – Superintendent Suspension, Restoration, and Removal

**Commented [DM49]:** Item 14 – Annual Meeting as Group of People and as Event

**Commented [DM50]:** Item 14 – Annual Meeting as Group of People and as Event

**Commented [DM51]:** Item 24 – Cascade Effects of Item 5-Virtual / Hybrid Annual Meetings.

**Commented [DM52]:** Item 24 – Cascade Effects of Item 5-Virtual / Hybrid Annual Meetings.

**Commented [DM53]:** Item 14 – Annual Meeting as Group of People and as Event

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**Commented [DM55]:** Item 9 – Superintendent Suspension, Restoration, and Removal

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**Commented [DM57]:** Item 24 – Cascade Effects of Item 5-Virtual / Hybrid Annual Meetings.

**Commented [DM58]:** Item 9 – Superintendent Suspension, Restoration, and Removal

**Commented [DM59]:** Item 13 – Associate Superintendent. Whole section

**Commented [DM60]:** Item 14 – Annual Meeting as Group of People and as Event

**Commented [DM61]:** Item 23 – Cascade Effects of Item 2 – Sub Organizations

**Commented [DM62]:** Item 11 – Timing of the Start of a New Superintendent

**Commented [DM63]:** Item 16 – Executive Session for Discussion of Superintendent Compensation.

**de. Selection.** Candidates for Associate Superintendent(s) shall be ordained ministers of the ECC in good standing. The Executive Board shall serve as the Search Committee and shall make the final selection of any candidate.

**Section 3.3. Chair.** The Chair shall preside over all meetings of the Executive Board and sessions of the Annual Meeting, sign all necessary legal documents on behalf of the GLC, and provide that all measures adopted by the Executive Board or the Annual Meeting are properly executed. In case the Superintendent cannot be present in the capacity of ex officio member of ~~some board or committee~~ committee or of the governing structure of a GLC Entity, the Chair ~~shall may~~ serve in place of the Superintendent at the discretion of the Superintendent or Executive Board.

**Section 3.4. Vice-chair.** The Vice-chair shall assist the Chair and serve as the Chair when the Chair is absent or unable to perform the duties of the Chair. The Vice-chair shall chair the Personnel Committee of the Executive Board.

**Section 3.5. Secretary.** The Secretary shall perform the duties of a corporate secretary. The Secretary shall record and preserve minutes from each meeting of the Executive Board and session of the Annual Meeting, sign all necessary legal documents as required by law, and attend to such correspondence as is necessary to carry out the decisions of the Annual Meeting and Executive Board. Upon expiration of the term of office, this individual shall surrender and deliver all records to the next holder of the office.

**Section 3.6. Treasurer.** The Treasurer shall be the corporate treasurer and be the responsible financial officer of the GLC. The Treasurer shall submit complete and accurate reports on GLC finances to the Executive Board and to the Annual Meeting. The Treasurer shall chair the Finance Committee of the Executive Board. The Treasurer shall render a comprehensive report to the regular sessions of the Annual Meeting and to the meetings of the Executive Board. Upon expiration of the term of office, this individual shall surrender and deliver all records to the next holder of the office.

**Section 3.7.** The Executive Board may establish additional assistant positions to the offices of Secretary and Treasurer.

## ARTICLE IV

### Executive Board

#### Section 4.1. Duties and Responsibilities of the Executive Board.

The Executive Board shall coordinate and implement the common mission of the GLC as developed and articulated by the Annual Meeting, this Constitution and Bylaws, and the mission planning processes of the GLC and ECC. The Executive Board shall carry out its work with an integrity and character consistent with Christian principles. Within this authority and in the course of its duties, the Executive Board shall:

- a. be responsible for ensuring that the policies and decisions of the Annual Meeting are carried out;
- b. approve an agenda for each session of the Annual Meeting and recommend it to the Annual Meeting;
- c. approve a proposed annual budget for the GLC and recommend it to the Annual Meeting;
- d. determine policies and procedures for the appointment and termination of GLC staff, including establishment of salaries and other terms of employment of all employees of the GLC;
- e. assign ex officio and advisor responsibilities for GLC staff ~~on boards, commissions, and committees~~ consistent with other provisions in the Bylaws;
- f. delegate such responsibility for the administration of the GLC as may be required by the temporary absence or temporary incapacity of an officer or staff member of the GLC, unless otherwise specified in these Bylaws;
- g. approve the fiscal policy of the GLC;
- h. approve the acquisition, encumbrance, and disposition of the property and assets of the GLC in accordance with Executive Board policy;
- i. promote coordination among the GLC, ~~the ministries of~~ the ECC, and the affiliated bodies ~~corporations and institutions~~ of both;
- j. approve the salaries of those in service to the GLC;
- k. approve the salaries of the executive leader of any GLC Institutions;
- l. adopt a policy concerning insurance coverage and risk management practices for the GLC; ~~and its Entities; its ministries, institutions, corporations and associations;~~  
~~in establish GLC ministries;~~
- m. make recommendations to the Annual Meeting regarding requests for recognition by Associations.

**Commented [DM64]:** Item 23 – Cascade Effects of Item 2 – Sub Organizations

**Commented [DM65]:** Item 23 – Cascade Effects of Item 2 – Sub Organizations

**Commented [DM66]:** Item 13 – Associate Superintendent

**Commented [DM67]:** Item 14 – Annual Meeting as Group of People and as Event

**Commented [DM68]:** Item 23 – Cascade Effects of Item 2 – Sub Organizations

**Commented [DM69]:** Item 23 – Cascade Effects of Item 2 – Sub Organizations

**Commented [DM70]:** Item 23 – Cascade Effects of Item 2 – Sub Organizations

n. ~~make recommendations to the Annual Meeting regarding the establishment or acquisition of Institutions and act as the agent of the Annual Meeting for the purpose of establishing or acquiring an Institution when so directed by the Annual Meeting.~~

~~p. recommend the establishment of commissions to the Annual Meeting when needed to accomplish GLC ministries;~~

o. be known as the Board of Directors or Trustees of the GLC when law or legal instruments require action by the Board of Directors or Trustees of the GLC;

p. comply with and be responsible for ensuring that the GLC complies with all applicable laws;

q. appoint members to fill unexpired terms on the Executive Board, ~~commissions, and committees~~ Commissions, Ministries, and committees of the GLC;

r. organize among itself committees necessary to accomplish its task; and

s. perform other duties consistent with, and as set forth in these Bylaws.

#### Section 4.2. Composition, ~~Selection-Election~~ and Term of the Executive Board.

##### a. Number and Composition.

i. The Executive Board shall have seven to twelve members elected by the Annual Meeting, determined by the Annual Meeting upon recommendation of the Executive Board.

ii. The composition shall be reflective of the constituencies of the GLC, particularly geographic representation. No congregation shall have more than two elected members.

iii. At least one third of the elected members of the Executive Board shall be lay. At least one third of the elected members of the Executive Board shall be clergy.

iv. The Superintendent and any Associate Superintendents shall be an ex officio member of the Executive Board.

v. Each ~~commission, association-Association and affiliated corporation~~ and ~~institution-Institution~~ shall have one advisor to the Executive Board. The Executive Board may designate additional advisors from the GLC staff.

##### b. Election.

i. ~~The Executive Board shall submit a ballot to the regular session of the Annual Meeting with at least one, but no more than two, nominees for each elected Executive Board position to be filled.~~

ii. ~~One additional candidate may be nominated from the floor, for a maximum of three candidates per elected position. If more than one additional candidate is nominated from the floor, a vote shall be held among those so nominated. The nominee with the plurality of votes shall stand on the ballot along with the Executive Board nominee or nominees.~~

iii. ~~Voting shall be accomplished by written ballot;~~

iv. ~~A majority vote of the votes cast shall be needed for election. In the event of more than two nominees where no majority is received, a runoff shall be held between the two candidates receiving the largest number of votes.~~

**cb. Term of Office.** Each elected member of the Executive Board shall be elected for a term of three years. Each term shall begin immediately following the regular session of the Annual Meeting at which the member was elected. Terms shall be staggered in such a way that no more than one-third of the Executive Board is elected in any given year, except in the event of the removal, resignation, permanent incapacity, or death of a member. An elected member of the Executive Board shall not be elected for more than two consecutive three-year terms.

**Section 4.3. Officers.** The Chair, Vice-chair, Secretary and Treasurer shall be elected by the Annual Meeting to their specific positions. Each officer of the Executive Board shall be an elected member of the Executive Board. These officers shall also serve in the same capacity for the Annual Meeting.

##### Section 4.4. Meetings.

a. The Executive Board shall hold at least three regular meetings in each calendar year. Notice of each regular meeting shall be sent to each member of the Executive Board at least thirty days in advance.

b. The Executive Board may hold special meetings. A special meeting may be called upon the written approval of four

**Commented [DM71]:** Item 23 – Cascade Effects of Item 2 – Sub Organizations

**Commented [DM72]:** Item 23 – Cascade Effects of Item 2 – Sub Organizations

**Commented [DM73]:** Item 23 – Cascade Effects of Item 2 – Sub Organizations

**Commented [DM74]:** Item 3 – Nominations for Executive Board Positions.

**Commented [DM75]:** Item 23 – Cascade Effects of Item 2 – Sub Organizations

**Commented [DM76]:** Item 24 – Cascade Effects of Item 5- Virtual / Hybrid Annual Meetings.

**Commented [DM77]:** Item 24 – Cascade Effects of Item 5- Virtual / Hybrid Annual Meetings.

**Commented [DM78]:** Item 3 – Nominations for Elected Executive Board Positions

**Commented [DM79]:** Item 14 – Annual Meeting as Group of People and as Event

elected members of the Executive Board, by the Chair, or by the Superintendent. Notice of each special meeting shall be sent to each member of the Executive Board at least fourteen days in advance, except in emergencies.

c. A majority of the elected and ex officio members of the Executive Board shall constitute a quorum for any regular or special meeting of the Executive Board or its committees.

~~d. At the discretion of the Executive Board, any meeting of the Executive Board may be conducted in either an in-person format, or a virtual format, or a hybrid format. The Executive Board shall ensure that the arrangements for meetings in either a virtual or hybrid format adhere to the requirements of the GLC's state of incorporation.~~

~~e.~~ At any meeting, the Executive Board may hold executive sessions from which any or all advisors may be excluded.

~~f.~~ When the Executive Board is reviewing the performance or compensation of the Superintendent, the Executive Board shall exclude from its meeting all ex officio members and all advisors. The President of the ECC shall not be excluded.

~~g.~~ When either the Superintendent or Chair deem it advantageous to obtain a decision of the Executive Board in a timely manner, such decision may be obtained in the form of a motion considered via email.

~~i. The Superintendent or Chair will distribute the text of the motion to all elected and ex officio members of the Executive Board and set a reasonable deadline by which discussion and voting is required.~~

~~ii. If any elected or ex officio member communicates that they do not want to consider the motion via email, the motion is considered tabled until the next regular or special meeting of the Executive Board.~~

~~iii. The first elected or ex officio member to communicate approval is considered to have made the motion.~~

~~iv. The second elected or ex officio member to communicate approval is considered to have seconded the motion.~~

~~v. If a majority of the elected and ex officio members vote by the deadline, a quorum will be considered to have been met.~~

~~vi. The Secretary shall record and preserve documentation of the motion and its consideration as minutes of a special meeting of the Executive Board. These minutes shall be subject to review and approval by the Executive Board at its next regular meeting.~~

**Section 4.5 Standing Administrative Committees.** The Executive Board shall have the following standing administrative committees: Executive, Finance ~~and Personnel, Personnel, and Nominating.~~ ~~Each Except as specified below, each standing administrative committee shall have at least three members who are elected members of the Executive Board and other members and advisors as may be determined by the Executive Board, up to two additional members appointed by the Executive Board.~~

**a. Executive Committee.** The Executive Committee shall:

- i. be composed of the Board Chair, ~~Vice-Chair~~Vice-chair, Secretary, Superintendent and ~~any~~ Associate Superintendent.
- ii. develop and recommend agenda for the ~~GLC Board~~Executive Board meetings;
- iii. make recommendations concerning policy and procedures, for all GLC Entities and
- iv. take any action delegated to it by the Executive Board that can legally be delegated to it.

**b. Finance Committee.** The Finance Committee shall:

- i. develop and recommend to the Executive Board policies concerning the financial governance of the GLC ~~and its Entities; , its ministries, institutions, corporations and associations;~~
- ii. review annual budgets and periodic operating results ~~required~~of GLC ~~Entities; institutions, corporations; associations and ministries;~~
- iii. make recommendations concerning financial matters for which the Executive Board is responsible; and
- iv. take any actions delegated to it by the Executive Board that can legally be delegated to it.

**c. Personnel Committee.** The Personnel Committee shall:

- i. develop and recommend to the Executive Board policies concerning the employment, performance, and compensation of officers and employees of the GLC, ~~and of the Executive Director/President of GLC Institutions; , its ministries, institutions, corporations and associations;~~

**Commented [DM80]:** Item 6 – Virtual and Hybrid Executive Board Meetings

**Commented [DM81]:** Item 7 – Executive Board Votes via Email

**Commented [DM82]:** Item 23 – Cascade Effects of Item 2 – Sub Organizations

**Commented [DM83]:** Item 17 – Standing Administrative Committee Number of Members

**Commented [DM84]:** Item 13 – Associate Superintendent

**Commented [DM85]:** Item 23 – Cascade Effects of Item 2 – Sub Organizations

**Commented [DM86]:** Item 23 – Cascade Effects of Item 2 – Sub Organizations

- ii. review and make recommendations concerning the performance and compensation of the Superintendent and other ~~executive staff~~ of the GLC;
- iii. review and make recommendations concerning the compensation of any other persons whose compensation is required to be approved by the Executive Board; and
- iv. take any actions delegated to it by the Executive Board that can legally be delegated to it.

**Commented [DM87]:** Item 19 – “Executive” Staff

**d. Nominating Committee.** The Nominating Committee shall:

- i. recommend a ballot to the Executive Board for the regular session of the Annual Meeting with at least one, but no more than two, nominees for each elected Executive Board position to be filled.
- ii. make recommendations to the Executive Board for any appointed positions in the governing structure of any GLC Entity which require Executive Board approval to be filled.

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**Commented [DM89]:** Item 3 – Nominations for Elected Executive Board Positions

**ARTICLE V**

**Conference Ministries**

~~Section 5.1.~~ The Executive Board, as the agent of the Annual Meeting, may establish and govern particular ministries to accomplish the mission of the GLC.

~~Section 5.2.~~ Permanent Commissions

**a. General provisions**

- i. Unless otherwise provided herein, Commissions shall consist of nine elected members each and such ex-officio members as are herein specified
- ii. Members shall be elected for terms of three years in such a manner that the terms of approximately one-third of the members expire annually. An elected member of a Commission shall not serve on more than one Commission nor be elected to serve more than two consecutive terms on any one board exclusive of a previous unexpired term.
- iii. Each Commission shall elect its own officers and recommend standing rules for the conduct of its affairs to the Executive Board for approval. A copy of the minutes of all Commission meetings shall be filed with the GLC Superintendent. The Commissions shall submit to the Executive Board for approval all matters involving major changes in policy or major capital improvements according to the limitations established by the Executive Board.
- iv. Each Commission shall submit a written report to the regular sessions of the Annual Meeting of the General Assembly and such other reports as may be requested by the Executive Board.
- v. Each Commission shall submit its yearly budget to the Executive Board for approval.

**b. List of Permanent Commissions**

~~i. Nominating Commission.~~

- (a) The Nominating Commission shall prepare the ballot for the Annual Meeting with at least one, but no more than two, nominees for each elected Executive Board position and each elected Commission position to be filled.
  - (1) One additional candidate may be nominated from the floor, for a maximum of three candidates per elected position. If more than one additional candidate is nominated from the floor, a vote shall be held among those so nominated. The nominee with the plurality of votes shall stand on the ballot along with the Nominating Commission nominee.
  - (2) Voting shall be accomplished by written ballot. A majority vote shall be needed for election. In the event of more than two nominees where no majority is received, a runoff shall be held between the two candidates

receiving the largest number of votes.

(b) The Nominating Commission shall make recommendations to the Executive Board for any appointed positions on boards or commissions to be filled.

(c) The Nominating Commission shall be appointed by the Executive Board. It shall consist of an Executive Board member as chair, two additional clergy members of the GLC, and two additional lay members of the GLC.

**Commented [DM90]:** Item 3 – Nominations for Elected Executive Board Positions

#### **Section 5.3. Standing Commissions:**

a. The Executive Board, upon approval of the Annual Meeting, may establish Standing Commissions to coordinate and make recommendations on GLC ministries assigned to them. The Executive Board shall delineate the scope of the responsibilities for each Commission.

b. Each Commission shall consist of at least six members.

c. The Chair of each Commission shall be an elected member of the Executive Board. The Executive Board shall appoint members to each Commission for terms of two years, except as provided in the Bylaws. The Executive Board may appoint such ex-officio members and advisors as may be appropriate. No appointed member shall serve for more than three consecutive terms.

d. Each Commission shall establish working rules and submit them to the Executive Board for approval, meet at least once a year, submit recommendations to the Executive Board, present reports to the meetings of the Executive Board, and present a written report to the regular sessions of the Annual Meeting.

e. Each Standing Commission shall not exist for more than five years unless the Annual Meeting takes action to extend the life of a Commission for another period not to exceed five years. A Commission may be renewed an indefinite number of times. During the fifth year of a Commission's term, it shall have opportunity to present a rationale to the Executive Board for its continuance or dissolution, which shall then make recommendation to the Annual Meeting.

f. The list of Standing Commissions shall be kept current by the Secretary and published annually.

#### **Section 5.4. Special Commissions:**

a. The Annual Meeting or the Executive Board shall establish Special Commissions to coordinate, study, and make recommendations on matters assigned to them. A Special Commission shall be responsible to the body that established it.

b. Each Special Commission shall be limited to a specific period of time, but may be extended by the body that established it.

c. The members of a Special Commission shall be appointed by the Executive Board.

d. A list of the Special Commissions shall be kept current by the Secretary and published annually.

**Commented [DM91]:** Item 2 Sub Organizations

## **ARTICLE VI**

### **GLC Entities**

**Section 5.1.** There are four types of GLC Entities ("Entities"): Associations, Institutions, Ministries, and Commissions

#### **Section 5.2. Associations ("Associations")**

a. Associations are voluntary groups of individuals, congregations, and ministries united for the purpose of fellowship, encouragement, and the advancement of a specific mission.

b. A group seeking to be recognized as an association by the GLC shall make a written request for recognition to the Executive Board which will make a recommendation to the Annual Meeting. The Annual Meeting shall approve or disapprove the request for recognition.

c. Associations continue as GLC entities unless and until either being disbanded by the Executive Board or Annual Meeting or the withdrawal of recognition by Executive Board or Annual Meeting.

d. Associations shall submit their annual budgets to the Executive Board for approval.

e. Associations shall submit complete and accurate reports of their financial condition periodically to the Executive Board and to the regular session of the Annual Meeting.

f. Associations shall have standing rules of order approved by the Executive Board.

g. The following are the current Great Lakes Conference Associations:

i. GLC Ministerial Association

ii. GLC Women Ministries

iii. GLC Spiritual Directors Network

### **Section 5.3. Institutions (“Institutions”)**

a. Institutions are organizations that have significant day-to-day operations and typically have paid staff.

b. The Annual Meeting may direct the Executive Board to act as its agent to establish or acquire an Institution.

c. Institutions are assumed to continue unless and until terminated or sold by the Annual Meeting.

d. Institutions shall submit their annual budgets to the Executive Board for approval.

e. Institutions shall submit complete and accurate reports of their financial condition periodically to the Executive Board and to the regular session of the Annual Meeting.

f. Institutions shall have legal formation documents and standing rules of order in keeping with their legal structure.

g. The following are the current Great Lakes Conference Institutions:

a. Camp Mission Meadows, LLC

b. Portage Lake Covenant Bible Camp

h. Neither the Annual Meeting nor the Executive Board nor any of their officers nor any GLC staff member shall direct the day-to-day operations of any GLC Institution.

### **Section 5.4. Ministries (“Ministries”)**

a. Ministries are groups of individuals, congregations, and GLC entities united for the purpose of fellowship, encouragement, and the advancement of a specific mission.

b. The Annual Meeting or the Executive Board may establish a Ministry. A Ministry shall be responsible to the body that established it.

c. The members of a Ministry shall be appointed by the Executive Board.

d. Each Ministry shall be limited to a specific period of time which may be shortened or extended by the body that established it.

e. A Ministry does not have a budget or financial reports separate from those of the GLC.

f. A Ministry does not have legal formation documents or standing rules of order.

g. A list of the Ministries shall be kept current by the Secretary and published annually.

### **Section 5.5. Commissions (“Commissions”)**

a. Commissions are groups of individuals organized to coordinate, study, and make recommendations on matters assigned to them.

b. The Annual Meeting or the Executive Board may establish a Commission. A Commission shall be responsible to the body that established it.

c. The members of a Commission shall be appointed by the Executive Board.

d. A Commission continues for only as long as necessary to complete its assignment.

e. A Commission does not have a budget or financial reports separate from those of the GLC.

~~f. A Commission does not have legal formation documents or standing rules of order.~~

~~g. A list of the Commissions shall be kept current by the Secretary and published annually.~~

**Commented [DM92]:** Item 2 Suborganizations (Main)

**Section 5.6.** Reserved Powers:-

a. Powers reserved to the GLC shall be included in the legal formation documents of each ~~Conference~~ GLC Institution/Entity.

**Commented [DM93]:** Item 23 – Cascade Effects of Item 2 – Sub Organizations

b. Notwithstanding anything herein to the contrary, the following powers shall be reserved solely to the Great Lakes Conference and any such action related to the following shall require the approval of the GLC

i. ~~Any amendment, restatement, or correction to the Articles of Incorporation or Articles of Organization, or of the GLC Entity's Bylaws or Operating Agreement, unless such amendment or correction is to fix or remedy a minor (non-substantive) drafting error or omission;~~

**Commented [DM94]:** Item 22 – Correct Documents for Type of Corporate Structure

ii. Any merger, reorganization, conversion, or dissolution of the GLC Entity;

iii. The adoption of any strategic plan, mission statement, annual budget, or other material change of policy of the GLC Entity;

iv. Any change to the purposes of the GLC Entity;

v. The creation or formation of any affiliates or related entities of the GLC Entity;

vi. The entry into, modification, or termination of employment (where applicable) of the Executive Director/President, including any compensation payable to the Executive Director/President;

vii. Any loan, extension of credit, borrowing, capital expenditure, construction on any real property, or lease (whether for real or personal property) according to limits established by the Executive Board and identified in the Reserved Powers section of the Entity's documents. In no event shall the GLC Entity have outstanding indebtedness in excess of \$150,000 in the aggregate without the consent of the GLC;

viii. Any purchase or acquisition, or sale or other disposition, of any real property;

ix. The grant or creation of any security interest, pledge, collateral assignment lien or other encumbrance on the assets, properties or other rights and interests of the Entity; and

x. ~~The election and/or designation of auditors or more individuals assigned to conduct the annual financial review of the GLC Entity.~~

**Commented [DM95]:** Item 18 – Number of Financial Reviewers or Auditors

~~Section 5.7. Each Association and Institution Conference Entity shall submit a written report to the regular session of the Annual Meeting of the GLC.~~

~~Section 5.8 Each Ministry and Commission may be required to submit written reports to the regular session of the Annual Meeting of the GLC at the Executive Board's discretion.~~

**Commented [DM96]:** Item 23 – Cascade Effects of Item 2- Sub Organizations

**Section 5.9.** The Executive Director, President, or Chair of each Entity shall be an advisory member of the Executive Board.

**Section 5.10.** Resignation, Removal or Vacancy of Directors or Managers

a. A Director of a GLC Entity may resign by written notice to the Board of the Entity. The resignation will be effective upon its receipt by the Entity Board or a subsequent time as set forth in the notice of resignation. An At-Large Director or Manager of an Entity may be removed, either with or without cause, by the affirmative vote of the Member.

b. If a vacancy has occurred among the At-Large Directors/Managers as a result of death, resignation, removal or otherwise so that the Directors/Managers remaining in office constitute fewer than a quorum of the Board, the vacancy may be filled by the affirmative vote of a majority of the Directors remaining in office though less than a quorum of the Board.

## ARTICLE VI

### Amendments

~~Section 67.1.~~ Proposed amendments shall be in harmony with the ECC Constitution and Bylaws.

~~Section 67.2.~~ Amendments to these Bylaws may be proposed in the following ways.



a. A delegate may introduce a proposed amendment to these Bylaws in writing at an regular session of the Annual Meeting. Such proposed amendments cannot be acted upon until the next regular session of the Annual Meeting.

b. The Executive Board may propose an amendment to these Bylaws in writing at least 120 days prior to the regular session of the Annual Meeting for action at that regular session of the Annual Meeting. A delegate may forward a proposed amendment to the Executive Board prior to that time for Executive Board consideration.

**Section 67.3.** At least ninety days before the regular session of the Annual Meeting when final action is to be taken on a proposed amendment to these Bylaws, the Secretary shall send a copy of each proposed amendment to each congregation and shall cause the text of each proposed amendment to be published in an official print publication of the GLC and in any electronic media that the GLC regularly uses for communication with congregations and members of congregations.

**Section 67.4.** A proposed amendment shall be adopted upon the affirmative vote of two-thirds of the delegates present and voting at voting in the regular session of the Annual Meeting.

#### **ARTICLE VIII**

##### **Indemnification and Insurance**

~~**Section 8.1.** As permitted or required by applicable law and as provided in these Bylaws, the GLC shall indemnify and provide liability insurance for any person acting as an officer, director, employee, or agent of the ECC or of any corporation or other entity established by the ECC. The Executive Board of the ECC shall adopt such policies and take such actions as may be necessary to carry out the provisions of this article.~~

**Section 7.1.** Every director, officer, employee, volunteer and agent of the GLC ("Indemnitee") will be indemnified by the GLC against all expenses and liabilities, including reasonable attorneys' fees and amounts paid in settlement incurred by or imposed upon the Indemnitee in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal, to which the Indemnitee may be a party or in which they may become a party by reason of their being or having been a director, officer, employee or agent of the GLC, regardless when the expenses are incurred (the "Claim"). This indemnification shall not apply if the Indemnitee's actions related to the Claim constituted willful or wanton misconduct or gross negligence in the performance of the Indemnitee's duties. If an Indemnitee's request for indemnification is based upon a settlement by the Indemnitee, this indemnification will apply only to the extent the GLC Executive Board (with abstention by the Indemnitee) approves the settlement.

The GLC shall provide liability insurance for Indemnitees in such amounts as determined by the Executive Board.

#### **ARTICLE VIII**

##### **Fiscal Year**

**Section 98.1.** The fiscal year shall be determined by the Annual Meeting upon recommendation of the Executive Board.

#### **ARTICLE IX**

##### **Annual Financial Review**

**Section 240.1.** The accounts of the GLC shall be reviewed annually by one or more individuals appointed by the Executive Board.

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**Commented [DM100]:** Item 14 – Annual Meeting as Group of People and as Event

**Commented [DM101]:** Item 14 – Annual Meeting as Group of People and as Event

**Commented [DM102]:** Item 24 – Cascade Effects of Item 5- Virtual / Hybrid Annual Meetings.

**Commented [DM103]:** Item 14 – Annual Meeting as Group of People and as Event

**Commented [DM104]:** Item 8 – Indemnification and Insurance

**Commented [DM105]:** Item 18 – Number of Financial Reviewers or Auditors