

# **BYLAWS OF THE GREAT LAKES CONFERENCE OF THE EVANGELICAL COVENANT CHURCH**

## **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.

**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:

- 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.

**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 Association and each Institution shall be entitled to one delegate.
- 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 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.
- e. The names of all delegates and alternate delegates shall be registered with the Secretary prior to the regular session of the Annual Meeting
- f. A church plant within the GLC that is not yet a member congregation may name two advisors to the Annual Meeting.

- 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 name one advisor to the Annual Meeting.
- 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.
- b. Certified delegates and alternates shall serve until the start of the next regular session of the Annual Meeting.

**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.
  - 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 , as provided in these Bylaws.
  - iii. Copies of the proposed agenda shall be available to delegates at the beginning of the regular 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 Chair. If the item submitted is in order, a majority vote of the delegates voting shall be required to place that item on the agenda.
- 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 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.

## **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.

- 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 :
  - i. except when the Executive Board is acting as the Search Committee for naming candidates for the office of Superintendent, in which case the Superintendent shall not participate,
  - 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.
- c. Nomination of Superintendent. Candidates for 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.
- d. Election. A two-thirds vote of the votes cast 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.
- e. Installation. The Superintendent shall be installed in office at an Annual Meeting of the ECC.
- f. Term and Tenure. The Superintendent shall serve for a term of 4 years, starting on September 1 following 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.
- 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 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 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.
- b. Responsibilities: Any Associate Superintendent shall be a pastor and officer of the GLC, supervising and promoting its work under the direction of the Executive Board. Any Associate Superintendent shall work with and be responsible to the Superintendent. In accomplishing such, any Associate Superintendent shall provide particular leadership in areas designated by the Executive Board. Any Associate Superintendent shall submit a written report to regular sessions of the Annual Meeting.
- c. Administrative Assignments. An Associate Superintendent(s) may fill the Superintendent's role as an ex officio member of 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 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.
- d. 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 a committee or of the governing structure of a GLC Entity, the Chair 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 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 ECC, and the affiliated bodies 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;
- m. make recommendations to the Annual Meeting regarding requests for recognition by Associations.
- 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.
- 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, 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, 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 Association and 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 member position to be filled and each Executive Board officer 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.
- c. **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 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, Personnel, and Nominating. 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.

- a. Executive Committee. The Executive Committee shall:
  - i. be composed of the Board Chair, Vice-chair, Secretary, Superintendent and any Associate Superintendent.
  - ii. develop and recommend agenda for the 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;
  - ii. review annual budgets and periodic operating results required of GLC Entities;
  - 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;
  - ii. review and make recommendations concerning the performance and compensation of the Superintendent and other 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.
- 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 member position to be filled and each Executive Board officer 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.

## **ARTICLE V**

### **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 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:
  - i. Mission Meadows, LLC
  - ii. 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 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.

**Section 5.6. Reserved Powers:**

- a. Powers reserved to the GLC shall be included in the legal formation documents of each GLC Institution.
- 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;
- 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 one or more individuals assigned to conduct the annual financial review of the GLC Entity.

**Section 5.7.** Each Association and Institution 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.

**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 6.1.** Proposed amendments shall be in harmony with the ECC Constitution and Bylaws.

**Section 6.2.** 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 a 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 6.3.** 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 6.4.** A proposed amendment shall be adopted upon the affirmative vote of two-thirds of the delegates voting in the regular session of the Annual Meeting.

## **ARTICLE VII**

### **Indemnification and Insurance**

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

## **ARTICLE IX**

### **Annual Financial Review**

**Section 9.1.** The accounts of the GLC shall be reviewed annually by one or more individuals appointed by the Executive Board.