

**April 30, 2005**

**Bylaws of the Central Conference of the Evangelical Covenant Church**

ARTICLE I Name

This article currently contains no Bylaw provisions.

ARTICLE II Confession

This article currently contains no Bylaw provisions.

ARTICLE III Establishment and Purpose

This article currently contains no Bylaw provisions.

ARTICLE IV Membership

Section 4.1. This section currently contains no Bylaw provisions.

Section 4.2. A congregation seeking membership in the Central Conference shall apply for membership in the ECC and the Central Conference concurrently. Application shall be made according to the procedures set forth in the Constitution and Bylaws of the ECC. The Central Conference shall maintain a roster of member congregations.

Section 4.3. This section currently contains no Bylaw provisions.

Section 4.4. This section currently contains no Bylaw provisions.

Section 4.5. This section currently contains no Bylaw provisions.

Section 4.6. This section currently contains no Bylaw provisions.

Section 4.7. This section currently contains no Bylaw provisions.

ARTICLE V Corporate Existence and Territory of the Central Conference

This Article currently contains no Bylaw provisions.

ARTICLE VI Officers

Section 6.1. This section currently contains no Bylaw provisions.

Section 6.2. The officers of the Central Conference shall be elected by the Annual Meeting of the Central Conference. Officers of the Central Conference shall be elected to three-year terms and shall serve no more than two consecutive three-year terms in the same office. The officers of the Central Conference shall serve as officers of the Executive Board of the Central Conference.

Section 6.3. Duties and responsibilities of officers of the Central Conference.

- a. The chair shall preside over all meetings of the Executive Board of the Central Conference and all sessions of the Annual Meeting of the Central Conference, sign legal documents on behalf of the Central Conference when necessary, and see that all acts directed by the Executive Board of the Central Conference or the Annual Meeting of the Central Conference are properly executed. The chair shall have the authority to sign documents as president of the Central Conference when necessary.

b. 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 of the Central Conference.

c. The secretary shall perform the duties of a corporate secretary. The secretary shall record and preserve minutes from each meeting of the Annual Meeting of the Central Conference and the Executive Board of the Central Conference, sign legal documents when necessary, and attend to such correspondence as is necessary to carry out the decisions of the Annual Meeting of the Central Conference and the Executive Board of the Central Conference.

d. The treasurer shall perform the general duties of a corporate treasurer as the chief financial officer of the Central Conference. The treasurer shall submit complete and accurate reports on Central Conference finances to the Executive Board of the Central Conference and to the Annual Meeting of the Central Conference. The treasurer shall chair the Finance Committee of the Executive Board of the Central Conference.

e. The Executive Board of the Central Conference may establish the offices of assistant secretary, assistant treasurer, or both.

## ARTICLE VII Annual Meeting

Section 7.1. This section currently contains no Bylaw provisions.

Section 7.2. The Executive Board of the Central Conference shall designate the time and place of each Annual Meeting of the Central Conference, which shall be held no less than thirty days prior to the Annual Meeting of the ECC. At least ninety days before the date of each regular session of the Annual Meeting the secretary of the Central Conference shall

a. cause a notice to be sent to each member congregation stating the time and place of the Annual Meeting and providing information concerning registration of delegates and alternate delegates, and

b. cause a similar notice to be sent to other entities entitled to send delegates to the Annual Meeting of the Central Conference and to persons entitled to be ex-officio delegates to the Annual Meeting of the Central Conference.

Section 7.3. This section currently contains no Bylaw provisions.

Section 7.4. Delegates.

a. Member congregations shall be entitled to representation as follows: congregations up to 99 members, two delegates; congregations with 100 to 224 members, three delegates; congregations with 225 to 449 members, four delegates; congregations with 450 to 699 members, five delegates; congregations with 700 to 999 members, six delegates; and congregations with 1,000 or more members, seven delegates.

b. Each [permanent commission and each](#) standing commission of the Central Conference shall be entitled to one delegate.

c. Each association recognized by the Annual Meeting of the Central Conference shall be entitled to one delegate.

d. Each corporation or institution affiliated with the Central Conference and recognized by the Annual Meeting of the Central Conference shall be entitled to one delegate.

- e. The Central Conference [Ministerial Association](#) shall be entitled to two delegates.
- f. The superintendent of the Central Conference, associate superintendent(s) of the Central conference, [and the full time director level staff of the Central Conference](#) shall be ex-officio delegates.
- g. All elected and ex-officio members of the Executive Board of the Central Conference shall be ex-officio delegates.
- h. Each delegate to an Annual Meeting of the Central Conference shall be a member of a member congregation of the Central Conference. No delegate may represent more than one entity. Delegates to the Annual Meeting of the Central Conference from member congregations shall be members of the congregation they represent with the following exceptions:
  - i. a member in good standing of the Covenant Ministerium who is serving two or more member congregations of the Central Conference may be a delegate from any of the congregations being served;
  - ii. a member in good standing of the Covenant Ministerium who is serving as an interim pastor in a member congregation of the Central Conference may serve as a delegate from that congregation; and
  - iii. a member in good standing of the Covenant Ministerium who becomes a pastor of a member congregation of the Central Conference near the time of the Annual Meeting of the Central Conference may serve as a delegate from that congregation.
- i. Any entity of the Central Conference that is otherwise unrepresented by a delegate at the Annual Meeting of the Central Conference, and that is required by the Annual Meeting of the Central Conference or the Executive Board of the Central Conference to present an oral report or recommendation to the Annual Meeting of the Central Conference shall be entitled to one delegate.
- j. Advisors.
  - i. Advisors to the Annual Meeting of the Central Conference may be appointed by the Executive Board of the Central Conference or the Annual Meeting of the Central Conference.
  - ii. Representatives of the ECC attending the Annual Meeting of the Central Conference at the request of the President of the ECC shall be advisors to the Annual Meeting of the Central Conference.
  - iii. With the consent of the Executive Board of the Central Conference a congregation that cooperates with and supports the Central Conference and the ECC may send one advisor to the Annual Meeting of the Central Conference.
- k. Honorary delegates may be recognized by the Annual Meeting of the Central Conference. Honorary delegates shall be advisors to the Annual Meeting of the Central Conference.
- l. Delegates to the Annual Meeting of the Central Conference may not vote by proxy.

m. Delegates to the Annual Meeting of the Central Conference must be physically present at the Annual Meeting of the Central Conference in order to participate.

n.. The Executive Board of the Central Conference shall adopt a procedure for registering delegates and alternate delegates.

o. The Annual Meeting of the Central Conference shall consist of the registered delegates whose credentials have been certified by the committee on credentials appointed by the chair of the Central Conference. The committee on credentials shall present an official delegate roster for adoption by the Annual Meeting of the Central Conference.

Section 7.5. Delegates to a special session of the Annual Meeting of the Central Conference may participate through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. A delegate's participation in a special session of the Annual Meeting of the Central Conference through the use of such communications equipment constitutes attendance and presence in person at that meeting.

Section 7.6. This section currently contains no Bylaw provisions.

Section 7.7. The chair of the Central Conference shall serve as chair of the Annual Meeting of the Central Conference. The vice-chair of the Central Conference shall serve as vice- chair of the Annual Meeting of the Central Conference. The secretary of the Central Conference shall serve as secretary of the Annual Meeting of the Central Conference. The chair of the Central Conference shall appoint a parliamentarian who shall be an advisor to the Annual Meeting.

Section 7.8. The Agenda and Standing Rules

a. Agenda

i. The agenda shall be prepared by an agenda committee consisting of the chair, the vice-chair, the secretary, and the superintendent of the Central Conference. The agenda shall be approved by the Executive Board of the Central Conference.

ii. Copies of the proposed agenda shall be available to delegates no later than the convening of the Annual Meeting of the Central Conference.

iii. Items of business that are not on the agenda may be submitted in writing by a delegate to the chair. If the item is in order, a majority vote of the delegates present and 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 of the Central Conference, and adopted by the Annual Meeting of the Central Conference.

ii. Copies of the proposed standing rules shall be available to delegates no later than the convening of the Annual Meeting of the Central Conference.

7.9. Nomination and Election of Officers, Members of the Executive Board, and Chairs of Permanent Commissions.

a. Candidates for the following positions shall be slated by the Nominating Commission and elected by the Annual Meeting of the Central Conference: the officers of the Central Conference,

the elected members of the Executive Board, [the elected board of directors of Harbor Point Ministries](#), and the chair of each permanent commission of the Central Conference. [The Executive Board or the permanent commissions of the Central Conference shall provide the names of the candidates for the permanent commission chairs to the Nominating Commission.](#) Each election shall be by written ballot.

b. Only members in good standing of a member congregation of the Central Conference are eligible for nomination or election as an officer of the Central Conference, a member of the Executive Board of the Central Conference, or the chair of a permanent commission of the Central Conference. A person is not eligible for nomination or election if that person would have an actual conflict of interest or the appearance of a conflict of interest.

c. An officer of the Central Conference, an elected member of the Executive Board of the Central Conference, or the chair of a permanent commission of the Central Conference may not be elected for more than two consecutive full terms.

d. Terms of officers of the Central Conference, elected members of the Executive Board of the Central Conference, and chairs of permanent commissions of the Central Conference shall begin on the first day of the calendar month following the Annual Meeting of the Central Conference at which they are elected and shall end on the last day of the calendar month of the Annual Meeting of the Central Conference at which their successors are elected.

e. The Nominating Commission shall slate two candidates for the following positions: chair of the Central Conference, vice-chair of the Central Conference, secretary of the Central Conference, and members of the Executive Board of the Central Conference. If, however, the Nominating Commission slates an incumbent for any of these positions, the Nominating Commission shall not slate a second candidate for that position.

i. The Nominating Commission shall slate candidates so that the voting membership of the Executive Board of the Central Conference reflects the geographic breadth and ethnic diversity of the Central Conference.

ii. The Nominating Commission shall slate candidates so that at least one-third of the voting membership of the Executive Board of the Central Conference shall be lay and at least one-third shall be clergy.

f. The Nominating Commission shall slate one candidate for each of the following offices: treasurer of the Central Conference and chair of each permanent commission of the Central Conference.

g. Nomination of additional candidates for any of the positions to be filled by election may be made from the floor according to the following procedure.

i. All nominations from the floor shall require a second.

ii. A delegate making a nomination may provide descriptive information similar in scope and content to that provided to the Annual Meeting of the Central Conference with respect to candidates slated by the Nominating Commission.

h. Each position to be filled shall be listed separately on the ballot.

i. A majority vote of delegates present and voting shall be required for election.

j. Suspension of an Officer, an Executive Board Member, or the Chair of a Permanent Commission

i. By vote of two-thirds of its elected and ex-officio members, the Executive Board of the Central Conference may suspend an officer of the Central Conference, an elected member of the Executive Board of the Central Conference, or a chair of a permanent commission of the Central Conference for cause. The Executive Board may lift the suspension of an officer of the Central Conference, an elected member of the Executive Board of the Central Conference, or a chair of a permanent commission of the Central Conference by vote of two-thirds of its elected and ex-officio members.

ii. Cause for suspension includes failure to perform duties, malfeasance, misfeasance, immorality, indiscretion, unethical behavior, doctrinal error, breach of a fiduciary duty owed to the Central Conference or the ECC, breach of a duty of confidentiality owed to the Central Conference or the ECC, or breach of a duty of loyalty owed to the Central Conference or the ECC.

iii. After the suspension of an officer of the Central Conference, an elected member of the Executive Board of the Central Conference, or the chair of a permanent commission of the Central Conference, the Executive Board of the Central Conference may appoint a person to serve in the capacity of the suspended person for the duration of the suspension.

iv. If an officer of the Central Conference, an elected member of the Executive Board of the Central Conference, or a chair of a permanent commission of the Central Conference is still under suspension at the time of the second Annual Meeting of the Central Conference following suspension, the Executive Board of the Central Conference shall submit the matter to the Annual Meeting of the Central Conference, which shall either remove the suspended person for cause by a two-thirds vote or reinstate the suspended person. The Executive Board of the Central Conference may, in its discretion, submit the matter to the first Annual Meeting of the Central Conference following suspension.

k. Vacancies

i. The Executive Board shall declare the following positions vacant upon the removal, resignation, permanent incapacity, or death of the person holding that position: officer of the Central Conference, elected member of the Executive Board of the Central Conference, or chair of a permanent commission of the Central Conference.

(1) An officer of the Central Conference, an elected member of the Executive Board of the Central Conference, or a chair of a permanent commission of the Central Conference may resign upon written notice to the Executive Board of the Central Conference.

(2) The Executive Board of the Central Conference shall follow the policy of the ECC for determining permanent incapacity.

ii. A vacancy in the position of officer of the Central Conference, elected member of the Executive Board of the Central Conference, or a chair of permanent commission of the Central Conference shall be filled by an eligible person elected to the position by a majority vote of the Executive Board of the Central Conference. A person so elected shall serve the remainder of the unexpired term of the person vacating the office.

## ARTICLE VIII Executive Board

Section 8.1. Duties and Responsibilities of the Executive Board. The Executive Board of the Central Conference shall coordinate and implement the common mission of the Central Conference as developed and articulated by the Annual Meeting of the Central Conference, this Constitution and Bylaws, and the mission planning processes of the Central Conference and ECC. The Executive Board of the Central Conference 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. ensure that the policies and decisions of the Annual Meeting of the Central Conference are carried out;
- b. approve an agenda for each session of the Annual Meeting of the Central Conference and recommend it to the Annual Meeting of the Central Conference;
- c. approve a proposed annual budget for the Central Conference and recommend it to the Annual Meeting of the Central Conference;
- d. establish and supervise the fiscal policy of the Central Conference and its commissions;
- e. determine policies, procedures, and terms of employment for all Central Conference staff;
- f. assign Central Conference staff to assist boards, commissions, and committees of the Central Conference;
- g. assign interim responsibility as necessitated by the temporary absence or temporary incapacity of an officer of the Central Conference or a member of the staff of the Central Conference;
- h. approve the acquisition, encumbrance, and disposition of the property and assets of the Central Conference;
- i. promote coordination between the ministries of the Central Conference and the ECC;
- j. adopt a policy concerning insurance coverage and risk management practices for the Central Conference;
- k. recommend the establishment of standing commissions to the Annual Meeting of the Central Conference when needed to accomplish Central Conference ministries;
- l. create special commissions when needed to accomplish Central Conference ministries;
- m. function as the Board of Directors or Trustees of the Central Conference when law or legal instruments require action by the Board of Directors or Trustees of the Central Conference;
- n. comply with and ensure that the Central Conference complies with all applicable laws;
- o. appoint members to fill unexpired terms of officers of the Central Conference, elected members of the Executive Board of the Central Conference, members of commissions of the Central Conference, and members of committees of the Central Conference; and
- p. determine its own rules and procedures.

## Section 8.2 Composition and Selection of the Executive Board

a. Elected Members

i. Number and Composition. The Executive Board shall have nine elected members.

ii. Selection. All elected members of the Executive Board of the Central Conference shall be elected by the Annual Meeting of the Central Conference from a slate prepared by the Nominating Commission.

iii. Term of Office.

(1) Each elected member of the Executive Board of the Central Conference shall be elected for a term of three years.

(2) Terms shall be staggered in such a way that no more than one- third of the elected members of the Executive Board of the Central Conference are elected in any given year.

(3) An elected member of the Executive Board of the Central Conference shall not be elected for more than two consecutive three- year terms. An elected member of the Executive Board of the Central Conference may serve two consecutive three-year terms in addition to completing the unexpired term of an elected member of the Executive Board of the Central Conference who has resigned, died, become permanently incapacitated, or been removed.

b. Ex-officio Members and Advisors. The Executive Board shall have the following ex-officio members: the superintendent of the Central Conference, the officers of the Central Conference, and the chairs of the permanent commissions of the Central Conference. Each standing commission of the Central Conference shall designate a representative to be an advisor to the Executive Board of the Central Conference. [The Executive Board of The Evangelical Covenant Church](#), Harbor Point Ministries, Central Conference Covenant Women Ministries, and the Ministerial Association of the Central Conference of [The Evangelical Covenant Church](#) shall each designate a representative to be an advisor to the Executive Board of the Central Conference. The Executive Board of the Central Conference may designate additional persons as advisors.

c. Officers of the Executive Board of the Central Conference. The officers of the Central Conference shall be the officers of the Executive Board of the Central Conference.

d. Meetings.

i. The Executive Board of the Central Conference 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 of the Central Conference at least thirty days in advance.

ii. The Executive Board of the Central Conference shall hold a special meeting upon the written request of four elected members of the Executive Board of the Central Conference, the chair of the Central Conference, or the superintendent of the Central Conference. Written notice of any special meeting shall be sent to all members of the Executive Board of the Central Conference in accordance with Illinois law.

iii. A majority of the elected and ex-officio members of the Executive Board of the Central Conference shall constitute a quorum for any meeting.

iv. Members of the Executive Board of the Central Conference may participate in meetings through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. A member's participation in a meeting of the Executive Board of the Central Conference through the use of such communications equipment constitutes attendance and presence in person at that meeting.

v. At any meeting, the Executive Board of the Central Conference may hold executive sessions from which any or all advisors may be excluded.

vi. When the Executive Board of the Central Conference is reviewing the performance or compensation of the superintendent, the Executive Board of the Central Conference may exclude from its meeting any or all ex-officio members and any or all advisors.

### Section 8.3. Committees.

#### a. Standing Committees.

i. The Executive Board of the Central Conference shall have the following standing committees: Finance and Personnel.

ii. Each member of a standing committee shall be appointed by the Executive Board of the Central Conference to serve at the pleasure of the Executive Board of the Central Conference. A majority of the voting members of each standing committee shall be elected or ex-officio members of the Executive Board of the Central Conference. Standing committees may have ex-officio members. Standing committees may have advisers appointed by the Executive Board.

iii. The Finance Committee shall

(1) develop and recommend to the Executive Board of the Central Conference policies concerning the financial governance of the Central Conference,

(2) make recommendations to the Executive Board of the Central Conference concerning financial matters for which the Executive Board of the Central Conference is responsible, and

(3) take any actions delegated to it by the Executive Board of the Central Conference that can legally be delegated to it.

iv. The Personnel Committee shall

(1) develop and recommend to the Executive Board of the Central Conference policies concerning the employment, performance, and compensation of employees of the Central Conference,

(2) review and make recommendations to the Executive Board of the Central Conference concerning the performance and compensation of the superintendent of the Central Conference,

(3) review and make recommendations to the Executive Board of the Central Conference concerning the compensation of any other persons whose

compensation is required to be approved by the Executive Board of the Central Conference, and

(4) take any actions delegated to it by the Executive Board of the Central Conference that can legally be delegated to it.

#### ARTICLE IX Ministries

Section 9.1. Ministries. The ministries of the Central Conference may be fulfilled by commissions.

Section 9.2. Permanent Commissions.

a. General Provisions.

i. The Annual Meeting of the Central Conference may establish permanent commissions.

ii. The Annual Meeting of the Central Conference shall elect the chair of each permanent commission to a three-year term. A chair of a permanent commission shall not be elected for more than two consecutive terms. A former chair of a permanent commission may not be appointed a member of the same permanent commission for one year after the conclusion of a second consecutive term as chair.

iii. The Executive Board of the Central Conference shall appoint members of permanent commissions for three-year terms. No member shall be appointed for more than two consecutive terms, provided that this shall not be a bar to the election by the Annual Meeting of an appointed member of a permanent commission as chair of that permanent commission for up to two consecutive terms.

iv. The chair of each permanent commission shall be an ex-officio member of the Executive Board of the Central Conference.

v. The membership of each permanent commission shall reflect the geographic breadth and ethnic diversity of the Central Conference.

vi. Only members in good standing of a member congregation of the Central Conference are eligible for appointment to a permanent commission of the Central Conference. A person is not eligible for appointment if that person would have an actual conflict of interest or the appearance of a conflict of interest.

vii. Each permanent commission of the Central Conference shall establish working rules and submit them to the Executive Board of the Central Conference for approval, meet at least once a year, submit recommendations to the Executive Board of the Central Conference, present reports to the meetings of the Executive Board of the Central Conference, and present a written report to each Annual Meeting of the Central Conference.

e. Nominating Commission of the Central Conference.

i. The Nominating Commission of the Central Conference is a permanent commission and is accountable to the Annual Meeting of the Central Conference. It shall prepare the ballot for the Annual Meeting of the Central Conference in accordance with these Bylaws.

- ii. The membership of the Nominating Commission of the Central Conference shall consist of its elected chair, an elected member of the Executive Board of the Central Conference, two clergy members, two lay members and up to one additional ex officio member appointed by the Executive Board of the Central Conference.

### Section 9.3. Standing Commissions.

- a. The Annual Meeting of the Central Conference may establish standing commissions to coordinate and make recommendations on Central Conference ministries assigned to them. Standing commissions are responsible to the Annual Meeting of the Central Conference.
- b. The Executive Board of the Central Conference shall appoint the chair and members of each standing commission. Each standing commission shall have at least four appointed members. The Executive Board of the Central Conference may create additional ex officio positions on any standing commission.
- c. Each standing commission shall exist for a term of six years unless the Annual Meeting of the Central Conference takes action to extend the term of a standing commission. The term of a standing commission may be extended an indefinite number of times. During the last year of its term, a standing commission shall have an opportunity to present a rationale to the Executive Board of the Central Conference and to the Annual Meeting of the Central Conference for the continuance or dissolution of the standing commission. The Executive Board of the Central Conference shall recommend to the Annual Meeting of the Central Conference whether the term of a standing commission should be extended. Any extension of the term of a standing commission shall be of a determined length, not to exceed six years.
- d. A chair of a standing commission shall not be appointed for more than two consecutive terms. A former chair of a permanent commission may not be appointed a member of the same permanent commission for one year after the conclusion of a second consecutive term as chair.
- e. Members of standing commissions shall serve three-year terms. No member shall be appointed to more than two consecutive terms, provided that this shall not be a bar to the election by the Annual Meeting of a member of a permanent commission as chair of that permanent commission for up to two consecutive terms.
- f. Each standing commission shall establish working rules and submit them to the Executive Board of the Central Conference for approval, meet at least once a year, submit recommendations to the Executive Board of the Central Conference, present reports to the meetings of the Executive Board of the Central Conference, and present a written report to each Annual Meeting of the Central Conference.
- g. A list of the standing commissions shall be kept current by the secretary of the Central Conference and published annually to the Annual Meeting.

### Section 9.4. Special Commissions.

- a. The Executive Board of the Central Conference may establish special commissions to coordinate, study, and make recommendations on matters assigned to them. Special commissions are responsible to the Executive Board of the Central Conference.
- b. The Executive Board of the Central Conference shall appoint the chair and members of each special commission. Each special commission shall have at least four appointed members.

The Executive Board of the Central Conference may create additional ex officio positions on any special commission.

c. Each special commission shall cease to exist after three years unless the Executive Board of the Central Conference takes action to extend its term for an additional period of up to three years. No special commission shall have its term extended more than once.

d. No chair of a special commission shall serve in that capacity for more than two consecutive terms.

e. Members of special commissions shall be appointed by the Executive Board of the Central Conference to terms of a determined length, not to exceed three years. No member shall be appointed to more than two consecutive terms regardless of length, provided that this shall not be a bar to the appointment of a member of a special commission as chair of that special commission.

f. Each special commission shall establish working rules and submit them to the Executive Board of the Central Conference for approval, meet at least once a year, submit recommendations to the Executive Board of the Central Conference, present reports to the meetings of the Executive Board of the Central Conference, and present a written report to each Annual Meeting of the Central Conference.

g. A list of the special commissions shall be kept current by the secretary of the Central Conference and published annually to the Annual Meeting.

Section 9.5. Associated Ministries. Central Conference Covenant Women Ministries and the Ministerial Association of the Central Conference of [The Evangelical Covenant Church](#) are separately organized ministries associated with the Central Conference.

#### ARTICLE X The Superintendent

##### Section 10.1. The Superintendent.

a. The superintendent shall be the pastor and chief executive [minister/officer](#) of the Central Conference. The superintendent shall devote full time service to supervising and promoting the work of the Central Conference in accordance with the decisions of the Annual Meeting of the Central Conference and the direction of the Executive Board of the Central Conference. The superintendent shall provide leadership in the areas of mission, pastoral care, congregational support, executive operations, and coordination with the ECC. The superintendent shall oversee the employees of the Central Conference. The superintendent shall submit a written report to the Annual Meeting of the Central Conference. The superintendent is authorized to sign all official and legal documents on behalf of the Central Conference when necessary.

b. The superintendent shall be an ex-officio member of all boards, commissions and committees of the Central Conference, including the Executive Board of the Central Conference. The superintendent shall be an ex-officio member of the board of directors or governing body of each corporation and institution of the Central Conference. The superintendent shall not participate when the Executive Board of the Central Conference is acting as the Search Committee for the office of superintendent, or is conducting a performance review of the superintendent.

c. The Executive Board of the Central Conference shall be the Search Committee for a candidate for superintendent of the Central Conference. The president of the ECC shall serve as an advisor to the Search Committee, with privilege of attendance and voice at all meetings. The Search Committee shall nominate one candidate for superintendent of the Central Conference

after the concurrence of the Executive Board of the ECC. A nominee for call as superintendent of the Central Conference shall be an ECC minister who is ordained to word and sacrament.

d. A two-thirds vote of the registered and certified delegates present and voting at an Annual Meeting of the Central Conference shall be required for the call of the superintendent. All voting shall be by written ballot. If the candidate fails to receive the required two-thirds vote, the position shall be filled temporarily under section 8.1.i. of these Bylaws, and the Search Committee shall reconvene and proceed according to section 8.1.c of these Bylaws.

e. The installation of a superintendent of the Central Conference shall take place at an Annual Meeting of the ECC. The superintendent shall assume office on September 1 following installation or immediately upon installation when there is no incumbent in office.

f. The superintendent shall be called for a term of four years. The superintendent may be called for additional terms.

g. Suspension.

i. By vote of two-thirds of its elected members, the Executive Board of the Central Conference may suspend the superintendent. The Executive Board of the Central Conference may lift the suspension by vote of two-thirds of its elected members.

ii. Cause for suspension of the superintendent includes, but is not limited to, failure to perform duties, malfeasance, misfeasance, immorality, indiscretion, unethical behavior, doctrinal error, breach of a fiduciary duty owed to the Central Conference or the ECC, breach of a duty of confidentiality owed to the Central Conference or the ECC, or breach of a duty of loyalty owed to the Central Conference or the ECC.

iii. Suspension may be with or without pay as the Executive Board of the Central Conference determines.

iv. If the superintendent is suspended, the Executive Board of the Central Conference shall appoint an acting superintendent in accordance with section 3.1.i of these Bylaws.

v. If the superintendent of the Central Conference is still under suspension at the time of the second Annual Meeting of the Central Conference following suspension, the Executive Board of the Central Conference shall submit the matter to the Annual Meeting of the Central Conference, which shall either remove the superintendent by majority vote of credentialed delegates present and voting, or reinstate the superintendent with or without back pay. The Executive Board of the Central Conference may, in its discretion, submit the matter to the Annual Meeting of the Central Conference at the first Annual Meeting following the suspension.

h. The Executive Board of the Central Conference shall declare the position of superintendent vacant upon the removal, resignation, permanent incapacity, or death of the person holding that position.

i. The superintendent can be removed from office only by majority vote of the registered and certified delegates present and voting at an Annual Meeting of the Central Conference, after suspension by the Executive Board of the Central Conference.

j. The superintendent may resign upon written notice to the Executive Board of the Central Conference.

k. The Executive Board of the Central Conference shall follow the policy of the ECC for determining permanent incapacity of the superintendent.

l. In the event of a vacancy in the position of superintendent, the Executive Board of the Central Conference shall appoint an acting superintendent. The acting superintendent shall perform all the duties of the superintendent, and when so acting exercise the powers of and be subject to all the limitations on the superintendent. The Search Committee shall present a candidate for call as superintendent no later than the second Annual Meeting following the creation of the vacancy.

#### ARTICLE XI Corporations and Institutions

Section 11.1 Harbor Point Ministries. Harbor Point Ministries is a ministry of the member congregations of the Central Conference and is affiliated with the Central Conference. It is separately incorporated. [A member of the Executive Board of the Central Conference shall be appointed by the Executive Board of the Central Conference to serve as a liaison member to the Harbor Point Ministries Board.](#)

#### ARTICLE XII Dissolution and Distribution of Assets

This article currently contains no Bylaw provisions.

#### ARTICLE XIII Amendments

Section 13.1. Proposal and Adoption of Amendments to these Bylaws.

a. Amendments to these Bylaws may be proposed in the following ways.

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

ii. The Executive Board of the Central Conference may propose an amendment to these Bylaws in writing at least ninety days prior to the Annual Meeting of the Central Conference for action at that Annual Meeting.

b. A proposed amendment to these Bylaws shall be adopted upon the affirmative vote of two-thirds of the registered and certified delegates present and voting at the Annual Meeting of the Central Conference.

Section 13.2. A proposed amendment to these Bylaws shall be in essential agreement with the Constitution and Bylaws of the ECC.

Section 13.3. At least thirty days before the Annual Meeting of the Central Conference at which final action is to be taken on a proposed amendment to these Bylaws, the secretary of the Central Conference shall mail a copy of each proposed amendment to each ECC congregation in the Central Conference and shall cause the text of each proposed amendment to be posted on the website of the Central Conference.

#### ARTICLE XIV Conflict Resolution

This article currently contains no Bylaw provisions.

#### ARTICLE XV Indemnification and Insurance

Section 15.1. As permitted or required by applicable law and as provided in these bylaws, the Central Conference shall indemnify and provide liability insurance for any person acting as an officer of the Central Conference, a member of the Executive Board of the Central Conference, an employee or agent of the Central Conference or of any corporation or other entity established by the Central Conference.

The Executive Board of the Central Conference shall adopt such policies and take such actions as may be necessary to carry out the provisions of this article.

ARTICLE XVI Fiscal Year

Section 16.1. The fiscal year of the Central Conference shall be determined by the Annual Meeting of the Central Conference upon recommendation of the Executive Board of the Central Conference.

ARTICLE XVII Auditors

Section 17.1 The accounts of the Central Conference shall be audited by a firm of certified public accountants regularly doing business in the State of Illinois and approved by the Executive Board of the Central Conference.

ARTICLE XVIII Rules and Procedures

Section 17.1 The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Central Conference in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Central Conference may adopt.

Section 17.2 All meetings and deliberations of the Central Conference shall be conducted in conscious dependence on God's leading through prayer. All decisions shall be made in accordance with mutually recognized biblical and theological principles of governance, and in spiritual discernment rooted in Christian love.

Final Draft, Bylaws, 2-21-04