

# **Constitution of the Central Conference of the Evangelical Covenant Church**

(Amended and Approved April 23, 2022)

## **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 and the Nicene 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.

The Central 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 Central Conference is the convention of delegates known as the Annual Meeting, which alone can adopt and amend the Constitution and Bylaws. The Central Conference shall be governed by this Constitution and Bylaws, its Articles of Incorporation, and all applicable laws.

## **ARTICLE I – Name**

The name of this body shall be the Central Conference of the Evangelical Covenant Church (the "Central Conference").

## **ARTICLE II – Confession**

The Central Conference 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 Central Conference is a separately incorporated association of congregations of The Evangelical Covenant Church (the "ECC"), recognized as provided in the Bylaws of the ECC.

**Section 3.2.** The Central Conference exists to serve its congregations, to unite them in common mission, to make known the good news of saving faith in Jesus Christ, to encourage a Christlike life among its congregations and their members, and to carry out Christ's redeeming work of love, mercy, and justice in the world.

## **Article IV – Membership**

**Section 4.1.** The Central Conference is composed of Christian congregations united in faith and service.

**Section 4.2.** Membership in the Central Conference is open to Christian congregations that are in accord with the Preamble and Confession of the Constitution of the ECC, and that meet the requirements and follow the procedures set forth in the Constitution and Bylaws of the ECC and the Constitution and Bylaws of the Central Conference.

**Section 4.3.** Member congregations pledge mutually to support the principles, policies, programs, and institutions of the ECC and the Central Conference. This includes regular financial support of the ECC and the Central Conference and affiliated institutions. Member congregations have freedom in the management of local matters.

**Section 4.4.** Member congregations that through decision or practice are out of harmony with the principles, policies, programs, or institutions of the ECC may be dismissed from membership in the ECC and the Central Conference, according to the procedures stated in the Bylaws of the ECC.

**Section 4.5.** A congregation seeking to end its membership in the ECC and the Central Conference shall follow the procedures set forth in the Constitution and Bylaws of the ECC.

**Section 4.6.** Disbanded congregations shall be removed from the roster of the Central Conference according to the procedures set forth in the Constitution and Bylaws of the ECC.

**Section 4.7.** When a congregation is no longer a member of the Central Conference, it shall cease all use of and reference to the name "Central Conference," shall cease all use of the logo of the Central Conference, and shall not represent itself as being a member of the Central Conference.

## **ARTICLE V – Corporate Existence and Territory of the Central Conference**

**Section 5.1.** The Central Conference shall be an Illinois not-for-profit corporation.

**Section 5.2.** The delegates to the Annual Meeting of the Central Conference are the corporate members of the Central Conference.

**Section 5.3.** The boundaries of the Central Conference shall be as determined by the Annual Meeting of the ECC, upon the recommendation of the Executive Board of the ECC after consultation with the Executive Board of the Central Conference.

## **ARTICLE VI – Officers**

**Section 6.1.** The Central Conference shall have the following officers: a chair, a vice-chair, a secretary and a treasurer. The Bylaws may provide for assistant officers. Only elected members of the Executive Board of the Central Conference may be assistant officers.

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

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

## **ARTICLE VII – Annual Meeting**

**Section 7.1.** A convention of delegates, known as the Annual Meeting of the Central Conference, shall be the highest constituted authority in the Central Conference.

**Section 7.2.** There shall be one regular session of the Annual Meeting of the Central Conference each year.

**Section 7.3.** As the highest deliberative and decision-making body of the Central Conference, the Annual Meeting of the Central Conference shall recommend to the ECC the admission of congregations to membership in the ECC and the Central Conference, elect or call persons to leadership positions, approve the budget of the Central Conference, receive and approve reports, and make other decisions necessary to the mutual work of the ECC, the Central Conference, and affiliated institutions.

**Section 7.4.** Each Central Conference congregation is entitled to send one or more delegates to the Annual Meeting of the Central Conference, as provided in the Bylaws. 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 of the Central Conference. Each delegate shall be a corporate member of the Central Conference for the duration of that delegate's term. If a delegate is no longer qualified, is unable to serve, or is unwilling to serve, the congregation or other entity from which that person was a delegate may elect a qualified person to serve in that delegate's stead.

**Section 7.5.** Special sessions of the Annual Meeting of the Central Conference may be called by the Executive Board of the Central Conference, or by forty per cent of the current delegates representing no less than 25 per cent of the member congregations of the Central Conference. At least thirty days before the date of each special session, the secretary of the Central Conference shall cause a notice to be sent to each member congregation and each current delegate stating the time, place, and purpose of the session.

**Section 7.6.** No regular or special Annual Meeting of the Central Conference shall be convened until such time as delegates representing at least 25 per cent of the member congregations have registered. 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 of the Central Conference.

## **ARTICLE VIII – Executive Board**

**Section 8.1.** Duties and Responsibilities of the Executive Board of the Central Conference

a. The Executive Board of the Central Conference shall be the agent of the Annual Meeting of the Central Conference in making decisions for, and otherwise acting on behalf of, the Central Conference when the Annual Meeting of the Central Conference is not in session. This agency does not include powers reserved exclusively to the Annual Meeting of the Central Conference by the Constitution and Bylaws of the Central Conference or by decision of the Annual Meeting of the Central Conference. The Executive Board of the Central Conference shall be responsible to the Annual Meeting of the Central Conference for its decisions and actions. Additional duties of the Executive Board of the Central Conference may be set forth in the Bylaws.

b. The Executive Board of the Central Conference shall be responsible for ensuring that all matters required to be brought to the Annual Meeting of the Central Conference under this Constitution and Bylaws are in fact brought to the Annual Meeting of the Central Conference.

c. The Executive Board of the Central Conference shall have the authority and responsibility for ensuring that the policies, procedures, and actions of the Central Conference comply with this Constitution and Bylaws.

d. The Executive Board of the Central Conference shall have the authority and responsibility for ensuring that the officers, the Superintendent, and the staff of the Central Conference comply with this Constitution and Bylaws.

e. The Executive Board of the Central Conference shall have the authority and responsibility for ensuring that the Central Conference ministries and the Central Conference corporations and institutions work in cooperation with each other, the ECC and the member congregations.

**Section 8.2. Composition and Selection of the Executive Board.**

a. The Annual Meeting of the Central Conference shall elect nine members of the Executive Board as provided in the Bylaws. No employee of the Central Conference or of a Central Conference entity shall serve as an elected member of the Executive Board of the Central Conference.

b. The Superintendent shall be an ex officio member of the Executive Board of the Central Conference. The Executive Board of the Central Conference may have additional ex officio members and advisors as provided in the Bylaws.

**Section 8.3. The Executive Board may establish committees as provided in the Bylaws.**

**ARTICLE IX – Ministries**

**Section 9.1.** The Central Conference shall establish ministries to fulfill its mission and purposes. Central Conference ministries shall be identified in the Bylaws.

**Section 9.2. Permanent Commissions.**

a. The Central Conference shall have permanent commissions as provided in the Bylaws.

b. The Bylaws shall establish the accountability, responsibility, and composition of each permanent commission of the Central Conference.

**Section 9.3. Standing Commissions.**

a. The Central Conference shall have standing commissions as provided in the Bylaws.

b. The Bylaws shall establish the responsibility, composition, and accountability of each standing commission of the Central Conference.

**Section 9.4. Special Commissions.**

a. The Central Conference shall have special commissions as provided in the Bylaws.

b. The Bylaws shall establish the responsibility, composition, and accountability of each special commission of the Central Conference.

**Section 9.5. Associated Ministries.**

The Bylaws may identify ministries associated with the Central Conference.

## **ARTICLE X – The Superintendent**

**Section 10.1.** The Superintendent shall be an ECC minister in good standing who is ordained to word and sacrament. The Superintendent shall be called by the Annual Meeting of the Central Conference as provided in the Bylaws. The Superintendent shall have the duties and responsibilities provided in the Bylaws.

## **ARTICLE XI – Corporations and Institutions**

**Section 11.1.** The Central Conference may establish entities to be responsible for specific missions and purposes of the Conference.

**Section 11.2.** Each corporation and institution established by the Central Conference shall have officers and boards of directors as required by law and provided in the Bylaws. The Superintendent shall be an ex officio member of the Board of Directors of each corporation and institution established by the Conference.

## **ARTICLE XII – Dissolution and Distribution of Assets**

**Section 12.1.** If the Conference is dissolved or diminishes to less than ten member congregations, all right, title, and interest to property, real, personal, tangible, and intangible, and all other assets shall pass to the ECC.

**Section 12.2.** A congregation that withdraws or is dismissed from membership in the ECC and the Central Conference is obligated to repay immediately all loans and grants received from the ECC or the Central Conference or both, and to return all property received from either of them. The congregation also forfeits all rights to property of the ECC or the Central Conference, or both.

## **ARTICLE XIII – Amendments**

**Section 13.1.** Proposed amendments to this Constitution shall be introduced in writing at an Annual Meeting of the Central Conference, but cannot be acted upon until the next Annual Meeting of the Central Conference. A proposed amendment shall be adopted upon the affirmative vote of two-thirds of the registered and certified delegates present and voting on the amendment to be adopted.

**Section 13.2.** Amendments to this Constitution and Bylaws shall be in essential agreement with the ECC Constitution and Bylaws.

**Section 13.3.** At least thirty days prior to the Annual Meeting of the Central Conference at which final action is to be taken on a proposed amendment to this constitution, 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**

**Section 14.1.** The Executive Board of the ECC shall have the power to resolve otherwise insoluble conflicts arising in the context of the Constitution and Bylaws of the Central Conference.

## **Bylaws**

### **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 and 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 Ministerium of the Central Conference shall be entitled to two delegates.

f. The superintendent of the Central Conference, associate superintendent of the Central Conference and the director level staff person(s) 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 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.

- p. The Annual Meeting of the Central Conference may, upon adoption of the appropriate rules by the Executive Board, conduct voting by electronic or acceptable technological means. Instructions regarding the use of electronic means or acceptable technological means for voting shall be distributed to all registered delegates not less than ten (10) and not more than thirty (30)

days before the election meeting. The instruction notice must include the names of all candidates slated by the Nominating Commission and must give the person voting through electronic or accepted technological means the opportunity to cast votes for candidates whose names do not appear on the ballot.

**Section 7.5.** This section currently contains no Bylaw provisions.

**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 and the elected board of directors of Harbor Point Ministries. 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 an elected member of the board of directors of Harbor Point Ministries. 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. A person must be at least eighteen (18) years of age to be eligible to serve as an elected member of the Executive Board or a Chair of a permanent commission.

c. An officer of the Central Conference, a member of the Executive Board of the Central Conference, an elected member of the board of directors of Harbor Point Ministries, or a 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 elected members of the board of directors of Harbor Point Ministries 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 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.

f. 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.

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.

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, or an elected member of the Executive Board of the Central Conference, for cause. The Executive Board may lift the suspension of an officer of the Central Conference, or an elected member of the Executive Board 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 or an elected member of the Executive Board 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 or an elected member of the Executive Board 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 or elected member of the Executive Board of the Central Conference.

(1) An officer of the Central Conference or an elected member of the Executive Board 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 or an elected member of the Executive Board 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 and the officers of the Central Conference. Each permanent and standing commission of the Central Conference shall designate a representative to be an advisor to the Executive Board of the Central Conference. 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 telephonically, 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 telephonic participation in a meeting of the Executive Board of the Central Conference 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 of 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 Executive Board of the Central Conference shall appoint members of permanent commissions and also have the authority to remove members if it is deemed to be necessary.
- iii. The membership of each permanent commission shall reflect the geographic breadth and ethnic diversity of the Central Conference.
- iv. 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.

v. 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.

b. 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 members appointed by the Executive Board of the Central Conference.

c.. Church Planting Commission of the Central Conference.

i. The Church Planting Commission of the Central Conference is a permanent commission, and is accountable to the Annual Meeting of the Central Conference. It shall develop and recommend to the Executive Board of the Central Conference policies for establishing new congregations, shall implement adopted policies, and act in cooperation with the appropriate departments of the ECC.

ii. The Church Planting Commission of the Central Conference shall have at least four appointed members.

iii. A member of the Executive Board shall be appointed by the Executive Board of the Central Conference as an ex officio member of the Church Planting Commission. The Executive Board of the Central Conference may create additional ex officio positions on the Church Planting Commission.

d. Compassion, Mercy and Justice Commission of the Central Conference.

i. The Compassion, Mercy and Justice Commission of the Central Conference is a permanent commission, and is accountable to the Annual Meeting of the Central Conference. It shall plan and facilitate the response of the Central Conference to issues of compassion, mercy, and justice in society.

ii. The Compassion, Mercy and Justice Commission of the Central Conference shall have at least four appointed members.

iii. A member of the Executive Board shall be appointed by the Executive Board of the Central Conference as an ex-officio member of the Compassion, Mercy and Justice Commission. The Executive Board of the Central Conference may create additional ex-officio positions on the Compassion, Mercy and Justice Commission.

e. Christian Formation Commission of the Central Conference.

i. The Christian Formation Commission of the Central Conference is a permanent commission, and is accountable to the Annual Meeting of the Central Conference. It shall

develop and recommend to the Executive Board of the Central Conference policies for forming persons in Christian faith and preparing them for ministry in the Christian community and the world, and implement adopted policies.

ii. The Christian Formation Commission of the Central Conference shall have at least four appointed members.

iii. A member of the Executive Board shall be appointed by the Executive Board of the Central Conference as an ex officio member of the Christian Formation Commission. The Executive Board of the Central Conference may create additional ex officio positions on the Christian Formation Commission.

f. Prayer and Evangelism Commission of the Central Conference.

i. The Prayer and Evangelism Commission of the Central Conference is a permanent commission and is accountable to the Annual Meeting. It shall develop and recommend to the Executive Board of the Central Conference policies promoting the growth and health of Central Conference congregations, and the introduction of persons to the Christian faith, and shall implement adopted policies.

ii. The Prayer and Evangelism Commission of the Central Conference shall have at least four appointed members.

iii. A member of the Executive Board shall be appointed by the Executive Board of the Central Conference as an ex officio member of the Prayer and Evangelism Commission. The Executive Board of the Central Conference may create additional ex officio positions on the Prayer and Evangelism Commission.

### **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 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 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 10.1.l. of these Bylaws, and the Search Committee shall reconvene and proceed according to section 10.1.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.
- 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 10.1.l. 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.

## **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 18.1** 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 18.2** 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.