

BYLAWS OF THE SUSQUEHANNA CONFERENCE OF THE BRETHREN IN CHRIST CHURCH

Introduction: Statement of Purpose

The purpose of the Susquehanna Conference ("Conference") is to resource and assist local congregations in fulfilling the great commission and the great commandment.

Section I. Conference Area

The area and boundary of the Conference are established by the General Conference, through the procedures outlined in the Manual of Doctrine and Government.

Section II. The Annual Meeting of the Susquehanna Conference

- A. An annual meeting of the Conference shall be convened for the purpose of conducting business necessary to the functioning of the Conference.
- B. The date is announced by the Board of Directors at least 3 months in advance. In determining the location, consideration shall be given to geographic rotation and adequate facilities for hospitality.
- C. The moderator and the secretary appoint the clerical staff.
- D. The annual meeting receives reports, including a report from the bishop of the Conference; conducts business as is necessary to promote the interests of the Conference; and provides for inspirational and promotional periods as deemed advisable.
- E. Congregations may bring items for consideration to the annual meeting by bringing them to the Board of Directors, which may then bring the items to the annual meeting.
- F. The annual meeting is the meeting through which congregations may bring issues to the General Conference.
- G. Each congregation of the Conference may be represented at the annual meeting by a delegate or delegates (at least sixteen years of age) elected by the congregational council on the basis of one delegate for each fifty members or fraction thereof.
- H. The voting membership of the annual meeting consist of the Conference bishop, pastors, other ordained and licensed ministers, deacons, duly elected delegates, the clerical staff, and members of the official structures (boards, teams, etc.) serving either the Conference or General Conference.
- I. The voting members present at duly called annual meeting constitute a legal quorum.

- J. Reports from organizations and Brethren in Christ agencies may be made at the annual meeting.
- K. The costs of the annual meeting are included in the Conference budget and will provide for the hosting of the annual meeting and related office costs.

Section III. Membership

All members of the Conference must either be a member of a congregation located within the conference area of the Susquehanna Conference or be assigned to serve as a pastor within the Susquehanna Conference at the direction of the General Church. The bishop of the Susquehanna Conference is the individual chosen by the General Conference to serve as the Bishop for the Susquehanna Conference.

Section IV. Board of Directors

A. Purpose

The purpose of the Board of Directors (“Board”) is to oversee and support the total program of the Conference.

B. Personnel and Terms of Service

The Board is composed of eleven members. The composition of the Board and the length of terms are as follows:

Moderator (bishop)	6 year term
Assistant Moderator	2 year term
Secretary	3 year term
Treasurer	3 year term
Representative to the General Conference Board	4 year term
Six members elected by the Annual Meeting	3 year term

C. Conference Officers

1. The officers of the Conference are the moderator, an assistant moderator, a secretary and a treasurer.
2. The moderator is the Bishop of the Conference.
3. The assistant moderator will serve a two-year term following affirmation at an Annual Meeting. The Board shall present a nominee for the position of assistant moderator from within the active ministers of the Conference. Persons serving as assistant moderator are not eligible to serve in that role again for six years.

4. The secretary and treasurer shall be appointed by a majority of the Board and then confirmed by a majority vote at the annual meeting. They are eligible for two consecutive three-year terms.

D. Organization

The Bishop and Secretary of the Conference shall serve as the chairperson and secretary, respectively. Two thirds (2/3) of the Board constitutes a quorum.

E. Duties

1. To function in legal matters on behalf of the Conference and to have custody of the corporate seal, with authorization for its proper use.
2. To hold in trust, or by its order, Conference property, local or regional, and the proceeds from the sale of any such property.
3. To appoint trustees for the care of, or for the conveyance of title of, Conference property when congregations have disbanded or church property is no longer in use.
4. To serve in an advisory capacity to the bishop.
5. To receive reports from the ministry leadership team and committees as needed.
6. To review the total program and ministries of the conference and to bring appropriate recommendations to the annual meeting.
7. To carry responsibility for the regular business of the conference between annual meetings.
8. To serve as the Program Committee for the annual meeting.
9. To serve as the Conference Personnel Committee
10. To fill vacancies that may occur between annual meetings in any office (other than the bishop) or in any Conference agency by making interim appointments until a replacement can be appointed at the annual meeting.
11. To receive the recommended budget projections for Conference operations and to review, approve and submit the same to the annual meeting for approval.
12. To consider and approve loan guarantee requests to the Brethren in Christ Foundation from regional ministries and congregations as needed.
13. To receive a quarterly financial report from the treasurer.

14. To maintain close communication with the General Conference administration and program with a view to the coordination of the Conference program with that of the General Conference as needed.

F. Directors' Liability and Indemnification

1. No officer or board member shall be personally liable for damages for any action taken, or for the failure to take any action, in his or her capacity as an officer or board member unless : (1) the officer or board member has breached or failed to perform the duties of his or her office under Subchapter B, Chapter 57 of the Pennsylvania Nonprofit Corporation Law applicable to directors of nonprofit corporations; and 2) the breach of failure to perform constitutes self-dealing, willful misconduct, or recklessness.
2. The Conference shall indemnify to the full extent required by law, and may indemnify or agree to indemnify to the full extent permitted by law, any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or contemplated action, suit, or proceeding whether civil, criminal, administrative or investigative (including, but not limited to, court costs, attorneys' fees and any amount paid in any settlement), by reason of that person's being or having been a director, officer, employee, or agent of the Conference or of any other enterprise at the request of the Conference. Notwithstanding the foregoing, the Conference has no obligation to purchase insurance on behalf of any person who is or was a director, officer, employee, or agent of the Conference against any liability asserted against or incurred by him in any such capacity or arising out of his status as such. Such insurance may be provided by the Conference at the sole discretion of the Board. Such indemnification as set forth in this paragraph shall not impair any other right any such person may have.
3. Indemnification can be made only if a determination has been made, with the advice of counsel for the Conference, by members of the Board not involved in the claim or proceeding, or by a disinterested person or persons named by members of the Board not involved in the claim or proceeding, or by the members, or by independent legal counsel in a written opinion:
 - a. that the director, officer, employee or agent acted or failed to act, and in either case, in good faith, and in a manner he reasonably believed to be in, or not opposed to, the best interest of the Conference and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful; and
 - b. that the amount of the proposed indemnification is reasonable; and

- c. that the proposed indemnification is just and proper and can be legally made by the Conference under then existing law; and
- d. that the indemnification shall be made by the Conference in an amount stated in the determination provided, however, that the indemnification provided for herein shall not be available if the act or failure to act giving rise to the claim for indemnification has been determined by a court to have constituted willful misconduct or recklessness.

G. Standing Committees of the Board

1. Conference Finance Committee

- a. The Conference Finance Committee exists to serve in an advisory capacity to the Board on financial and investment matters.
- b. The Committee will be composed of the Bishop, Treasurer and no fewer than two others selected by the Personnel Committee on an annual basis.
- c. The Finance Committee is accountable to the Board through its Chair.
- d. Duties of the Finance Committee include but are not limited to:
 - (1.) To facilitate the annual financial review of conference financial reports for compliance with accepted financial procedures.
 - (2.) To assist in conference investment decisions.
 - (3.) Other items as assigned by the Board.

2. Conference Property Committee

- a. The Property Committee will be composed of the Bishop, the Secretary, and Treasurer of the Conference, and no fewer than two other members selected by the Conference Personnel Committee.
- b. The Bishop and Secretary of the Conference will serve as chairman and secretary respectively of the Property Committee.
- c. The Property Committee reports to and is accountable to the Board.

- d. Duties of the Property Committee include but are not limited to:
- (1.) The Property Committee shall function in legal matters on behalf of the Conference.
 - (2.) The Property Committee will hold in trust, or by its order, the proceeds from the sale or other disposition of local church property, which is all property owned by Conference congregations, including property used by congregations for worship and related purposes. Any local church property is held in trust by the local congregation according to the Manual of Doctrine and Government, whether the deed is in the name of the trustees of the congregation or in the name of the corporation if the congregation is incorporated, and whether or not the deed includes the trust clause prescribed in the Manual of Doctrine and Government.
 - (3.) Whenever a congregation or Conference agency begins planning for any renovations, construction of a new facility, purchase or lease of property, the congregation or agency shall seek approval from the Property Committee by way of the Bishop prior to formal congregational vote on the project or the securing of architectural or stewardship services. The Property Committee will provide relevant guidelines and may subsequently appoint a consultant to work with the congregation or agency through the planning, approval, and completion of the project.
 - (4.) Whenever it becomes necessary for a congregation to incur a debt related to property, the congregation shall submit a loan request to obtain approval from the Property Committee before proceeding to borrow money from any source.
 - (5.) The Property Committee will be authorized to make recommendations to the Board about whether to guarantee loans on behalf of the Conference, when required for a congregation to obtain financing. The Property Committee may use their discretion in exercising said authority.
 - (6.) When congregations have disbanded or church property is no longer in use, the Property Committee is authorized to appoint trustees. These trustees have the legal authority to sell and convey title to the property subject to the approval by majority vote of the Property Committee.

3. Conference Personnel Committee

- a. The Conference Personnel Committee exists to present nominations to the annual meeting to fill vacancies in the Board, Christian Retreat Center Board of Directors, Roxbury Holiness Camp Board of Directors, the Property Committee, and to nominate other conference officers.
- b. The Board shall serve as the Personnel Committee.
- c. The Duties of the Personnel Committee include but are not limited to:
 - (1.) Present nominees to the annual meeting for confirmation.
 - (2.) Present to the annual meeting one nominee for the Conference Member on the General Conference Board.
 - (3.) Present to the annual meeting one nominee for each of the Conference appointments to the Bishop's Selection Committee of the General Conference.

4. Ministry Leadership Team (Formerly Vision Team)

- a. The Ministry Leadership Team exists to determine strategic initiatives for the Conference and work together, through ministry teams, to resource pastors and churches toward vision fulfillment.
- b. The Ministry Leadership Team is composed of the Bishop and Team Leaders as confirmed by the Board. They will be selected according to the following criteria:
 - (1.) Spiritual vitality
 - (2.) Passion for a team's purpose
 - (3.) Gifting for leading a team
 - (4.) Alignment with Conference vision
- c. The Ministry Leadership Team is amenable to the Board through the Bishop.
- d. The duties of the Ministry Leadership Team include but are not limited to:
 - (1.) Corporately administer the ministry teams' personnel and funding within approved budgets.

- (2.) Align conference initiatives around a commonly held vision.
- (3.) Propose to the Board ministry priorities and establish goals for implementation.
- (4.) Initiate a regular evaluation of the various ministries of the Regional Conference.

5. Ministry Teams

- a. Ministry teams exist to resource pastors and churches toward vision fulfillment through their specific assignments as may be determined by the Ministry Leadership Team.
- b. Ministry team members will be identified and selected by the Team Leader in consultation with the Bishop and the Ministry Leadership Team.
 - (1.) Ministry team members are identified and selected for the strengths they bring to a particular ministry team.
 - (2.) Areas of ministry team emphasis may include but not be limited to or by, Church Planting, Global Impact, and Leadership Development.
 - (3.) No term of service for team members is specified.
- c. The duties of the ministry teams are in relation to the assigned area of ministry and include but are not limited to:
 - (1.) Articulate a Biblical and culturally relevant vision for ministry.
 - (2.) Keep abreast of trends, issues and developments in the prevailing culture.
 - (3.) Keep abreast of innovative and effective ministry trends
 - (4.) Be informed regarding the current state of ministry in the local congregations of the conference.
 - (5.) Keep congregations apprised of resources available to them.
 - (6.) Encourage and facilitate networking and cooperative ventures among the congregations of the Conference.

Section V. General Provisions Regarding the Board of Directors and Its Committees

A. Functions and Representation

The bishop shall serve ex officio on all Conference committees.

B. Qualifications

To serve on the Board or one of its committees or teams (collectively “committees”), the following persons are eligible:

1. One whose life gives evidence of Spirit-directed growth and maturity
2. One who has demonstrated a commitment to the Brethren in Christ Church, its doctrine, its mission, and its program
3. One who is a faithful member of a Brethren in Christ congregation and knowledgeable about Regional Church life
4. One who has demonstrated leadership gifts with prior experience in congregational, regional, or General Church life
5. One who can respond to the challenges of decision-making and problem-solving in a constructive and confidential manner

C. Term of Office

All members of the Board or any committee of the Conference shall be limited to a maximum of two consecutive terms.

D. Reimbursement for Expenses

Members of the Board or any committee may be reimbursed for expenses incurred in the discharge of their official duties.

E. Accountability and relationships

1. Committees

- a. Committees will have access and be accountable to the Board, through whom they will present reports and appropriate recommendations to the annual meeting.
- b. Committees will submit regular reports and projections to the Board of Directors.
- c. Committees will seek to foster harmonious relationships and to minister in a spirit of cooperation with other teams, groups and agencies within the Conference to fulfill Conference purposes.

F. Finances

Committees may receive funding from the Conference treasury. The Conference treasurer will serve as treasurer for all committees, and teams through an appropriate central treasury system. All financial reports will be reviewed by an outside source annually and reported to the Board.

G. Staff

Committees or teams desiring to employ a staff person will make a request for such through the Board.

Section VI. Amendments

With the exception to Sections I and III of these Bylaws and Articles I, III and IV of the Articles of Incorporation, these Bylaws and the Articles of Incorporation may only be amended by a majority vote of all voting members present at the annual meeting. Sections I and III of these Bylaws and Articles I, III and IV of the Articles of Incorporation shall be amended only by the General Church member as defined in the Articles of Incorporation.

Section VII. Manual of Doctrine and Government

The Conference shall also have any additional authority or rights provided by the Manual of Doctrine and Government ("Manual"). To the extent that any provision of these Bylaws conflicts with provisions of the Manual, the provisions of the Manual shall control.