

BY-LAWS OF
MOSAIC MENNONITE CONFERENCE

ARTICLE I - GENERAL

Section 1.01. Name. The name of the corporation shall be MOSAIC MENNONITE CONFERENCE.

Section 2.02. Office. The principal offices of the corporation shall be located at Dock Mennonite Academy, or at such other places as the Conference Board may from time to time appoint or the activities of the corporation may require.

ARTICLE II - PURPOSE

Section 2.01. Purpose. The purpose of this corporation is as follows:

A. Grounded in the life, ministry, and love of Jesus, the Mosaic Mennonite Conference is a community of congregations that exists to bring God's healing and hope to our local communities and to encourage, support, and resource one another for the ministry. With Jesus as the center of our faith, community as the center of our lives, and reconciliation as the center of our work, we seek to:

- i. serve our congregations and communities through mutual accountability, equipping, and witnessing to the power of the Holy Spirit
- ii. promote healthy relationships among congregations that allow for inclusion, mutual transformation, and collaborative work
- iii. practice communal discernment and allow space for the Holy Spirit's leading in visioning and dreaming.

B. To engage in and to do all lawful acts concerning any or all lawful business or activities for which nonprofit corporations may be incorporated.

C. No part of the net earnings of the corporation shall inure to the benefit of or be distributed to its Conference Board, officers, or other private persons, except the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501 purposes. No substantial part of the activities of the corporation shall be for the purpose of attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

D. Notwithstanding any other provision of these By-Laws, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code) or (b) by corporations, contributions, to which are deductible under Section of the Internal Revenue Code (or corresponding section of any future federal tax code).

E. The assets of this corporation are irrevocably dedicated to educational, charitable and religious purposes, including the making of distributions to supported organizations. Upon the dissolution of the corporation or the winding-up of its affairs, the assets shall be distributed to an organization selected by the Conference Board having similar purposes and as will qualify under Section 501 (c)(3) of the Internal Revenue Code (or the corresponding section of any future federal tax code); or shall be distributed by a court of competent jurisdiction exclusively for such purposes to such organizations as said court shall determine which are organized and operated for educational, charitable and religious purposes.

ARTICLE III – MEMBERSHIP

Section 3.01. Conference Relationship with the Denomination. The Conference seeks to cultivate healthy mutual partnerships with Mennonite Church USA, Mennonite World Conference, and other Anabaptist communities.*

Section 3.02. Congregational Relationships with the Denomination. The local congregation is the basic organizational unit of area conference.* The congregation is God’s people with a common confession of Christ uniting in worship, nurture, fellowship, proclamation, service, discernment, reconciliation, and mutual care and discipline. It is a local group of believers whose commitment to Christ and to each other and whose proximity to each other make it possible to experience these activities on a regular and continuing basis.

Section 3.03. Congregational Membership in Mennonite Church USA. The board authorizes congregations to determine congregational membership status in Mennonite Church USA.*

Section 3.04. Conference Relationship with the Congregations. What the Conference will provide. The Conference is an affiliation of congregations that join together in common life and mission. In coming together, congregations recognize their interdependence and their need for mutual exhortation and admonition, and their strength to fulfill the church’s mission in the world. The Conference shall provide:

1. Leadership and resources to help create and maintain healthy congregations.

2. Opportunities for discernment, mutual accountability, and consultation among congregations on issues of faith and life.
3. Leadership for lay and pastoral ministries, cooperation for mission and witness, to include church planting, and for the peaceful resolution of conflicts.
4. Strong ministerial leadership through encouragement, support, accountability and credentialing by area conferences, including validating, recording, and transferring ministerial credentials.
5. Guidelines and services to assist with ministerial placement that matches the needs of congregations with gifts of pastors.
6. Regular assemblies for effective involvement of all congregations in determining priorities and goals for their life and faith, nurture and mission, and to strengthen relationships between and among congregations, the area conference, and the denomination.
7. Encouragement and assistance toward the development of global and intercultural perspectives and relationships.
8. Facilitation and administration of financial aid and mutual aid opportunities both between the Conference and member congregations and among member congregations.
9. Sound financial management of Conference resources and wise stewardship of congregational contributions, respecting congregational designations for the use of those contributions.

Section 3.05. Congregational Relationships with the Conference

A. Eligibility. The Conference will organize around the following basic principles for membership eligibility. To be considered for membership, congregations need to have developed a membership roster, have in place a leadership structure in keeping with Mennonite polity, and demonstrate financial viability. When a congregation wishes to be considered for membership and to be represented in the Conference Assembly, it shall be prepared to make the following commitments:

- i. Affirm the Confession of Faith in a Mennonite Perspective, as updated from time to time, as our statement of faith for teaching and nurture in the life of the church. We recognize its role in providing guidelines for the interpretation of Scripture, offering guidance for belief and practice in the midst of changing times, and building unity within and among churches. Appropriate provisions shall be made to ensure that this document is accessible for all languages in which member congregations worship.
- ii. Be willing to give and receive counsel within the Conference and participate in the mutual discernment of the Delegates on issues of faith and practice, and be willing

to support the mission and vision of the Conference, which are established by the Delegate Assembly.

- iii. Agree to work with a Leadership Minister as provided by the Conference and affirmed by the congregation, as outlined in the *Leadership Accompaniment for Anabaptist Communities* policy document, as adopted by the Conference Board. Leadership Ministers serve as a liaison between the Conference and member congregations, and engage pastors and/or congregational leadership teams with an incarnational and pastoral presence.
- iv. Be willing to share generously with the Conference its vision, prayers, members, and financial support.
- v. Recognize a unity of mission and call to make disciples of Jesus Christ (Matt. 28:18-20).
- vi. Embrace the diverse and intercultural fellowship of our congregations that celebrates freedom in worship style, congregational structure, and expression of common faith in the context of mutual discernment, and that facilitates mutual transformation.

B. Procedure for Conference Membership. Congregations considered part of the Franconia Mennonite Conference or Eastern District Conference at the time of the adoption of these By-Laws are considered members of the Conference. New congregations may apply for membership by following the process outlined in the *Welcoming New Communities of Christian Faith* policy document, as adopted by the Conference Board. We adhere to an Anabaptist view of church membership, which is a voluntary commitment to God and to each other.

C. Mutually Accountable Relationships. Process for living in mutually accountable relationships as member congregations to the larger community of the Conference.

- i. Member congregations voluntarily elect to join the conference, which is a community of congregations.
- ii. In joining the Conference, member congregations express their support for the Conference community and agree to support the mission and vision of the Conference, which are established by the Delegate Assembly.
- iii. The Conference Board and staff are responsible for carrying out the mission and vision of the Conference as set by the Delegate Assembly and invite member congregations to participate and support the work of Conference.
- iv. Accountability to the faith community is a necessary aspect of faithful living as followers of Christ. In the event that a member congregation acts in ways divergent with the mission or vision of the Conference, the process outlined in the *Conference Accountability Discernment Policy*, as adopted by the Conference Board, should be

used for discernment with the goal of maintaining unity within the Conference. This process respects mutual congregational and Conference discernment.

D. When Conference congregations are dissolved, for any reason, congregations are encouraged to designate assets to the Conference unless otherwise stated in that congregation's by-laws or other legal documents.

Section 3.06. Conference Relationship with Conference Related Ministries. Purpose of Conference Related Ministries. Conference Related Ministries (CRMs) are agencies, organizations and ministries that extend the missional outreach of the Conference, which is a critical component of the Conference's work and mission. Though CRMs typically have separate Boards and structures, they are an extension of the Conference into the community. CRMs represent an array of extensions of the reign of God into local communities through nurture, witness, care, and discipling. They often serve as the public face of congregations, the Conference, or the denomination, and may serve as cultural brokers to the broader community. The Conference, in turn, provides for CRMs a support system grounded in Anabaptist values.

Section 3.07. Conference Relationship with Conference Related Ministries. The Conference will provide the following services and supports to CRMs.

A. Representation in the life and work of the Conference through a designated Delegate and through the Conference Related Ministries Committee.

B. Access to services available to member congregations.

C. Ability to seek direct relationships and communication with, and support from, Conference congregations.

D. Access to a community of Conference Related Ministries and organizations, including opportunities for training, networking, and collaboration.

E. Active recognition as the missional outreach arm of the Conference, and opportunities for engagement and leadership reflective of the critical role of Conference Related Ministries in the work and mission of the Conference.

Section 3.08. Conference Related Ministries Relationship with the Conference.

A. Eligibility. Ministry organizations that wish to have an official relationship with the Conference may apply to become a Conference Related Ministry. Conference Related Ministries may be religious organizations or non-religious outreach affiliates of member congregations, independent non-profit organizations or organizations fiscally sponsored by a member congregation, or independent non-profit organizations that reflect the mission and vision of the Conference. These organizations should reflect the mission and vision of the Conference, be willing to give and receive counsel within the Conference, participate in the mutual discernment of the Delegates on issues of faith and practice, and be willing to support the mission and vision of the Conference, which are established by the Delegate Assembly. When a ministry

organization wishes to be considered for membership and to be represented in the Conference Assembly, it shall be prepared to make the following commitments:

- i. Meet regularly with the Conference Related Ministries Staff Liaison.
- ii. Participate in Annual Assembly, including active participation of a designated Delegate.
- iii. Actively participate in the community of Conference Related Ministries.
- iv. Act as a representative of the Conference in community settings.

B. Procedure for Conference Membership. Conference Related Ministries considered part of the Franconia Mennonite Conference or Eastern District Conference at the time of the adoption of these By-Laws are considered Conference Related Ministries of the Conference. Mosaic Mennonite Conference Related Ministries may apply for membership by following the process outlined in the *Welcoming Franconia Mennonite Conference Related Ministries* policy document, as adopted by the Conference Board.

ARTICLE IV – DELEGATE ASSEMBLY

Section 4.01. Purpose. The Delegate Assembly is the chief decision-making and oversight body of the Conference. Policies and directives instituted by the Delegate Assembly are executed and administered by the Conference Board, Committees, and staff.

Section 4.02. Annual Assembly. The Conference will host one formal Annual Assembly, which will serve as the business meeting for the Conference and formal gathering of the Delegate Assembly. The exact date, time and place of Annual Assembly shall be set by the Conference Board. The agenda for Annual Assembly shall be created by the Conference Board and shall be in keeping with the *Delegate Assembly Policy*, as adopted by the Conference Board. Notice of the Annual Assembly and the agenda thereof shall be provided to each Delegate of record at least *one month* prior to the meeting.

Section 4.03. Membership in the Delegate Assembly. Conference Delegates are voting members of the Delegate Assembly. Delegates are determined as follows:

A. All credentialed pastors serving in an active pastoral role within a member congregation are Delegates.

B. All member congregations of the Conference may select two (2) additional members of their congregations to serve as Delegates. These Delegates are chosen at the discretion of each congregation, and may include lay leaders, credentialed leaders who are not serving in a pastoral role, retired pastors, or Conference Board Members.

C. Congregations with a membership of over two hundred (200) persons may select one additional Delegate from the congregation for every 100 members or fraction thereof, over and above the first 200 persons, up to a maximum of 10 Delegates per congregation, including

pastors. For example, a congregation with 2 active pastors and 230 members is eligible for five total Delegates: 2 pastoral Delegates, and three additional Delegates appointed by the congregation. Membership is defined by each congregation.

D. Conference Related Ministries may select one (1) voting Delegate per member organization. Delegates shall be members of the CRM's Board of Directors or staff and a member of a Mosaic Mennonite Conference congregation.*

Section 4.04. Qualifications. Delegates shall be persons who are members of a Conference congregation (or a Mosaic Mennonite Conference congregation*, in the case of Conference Related Ministries), and, preferably, who are actively involved in the life and work of the congregation or the Conference, and who manifest spiritual discernment, mature judgement, and a commitment to following Jesus.

Section 4.05. Duties. The duties of Delegates are to: (1) Participate fully in worship, conferring, actions, and fellowship at all sessions of the Delegate Assembly, including Annual Assembly; (2) Represent their congregation or CRM to the Conference; (3) Interpret the Conference vision and priorities to their congregation or CRM; (4) Be thoroughly familiar with the Delegate job description and responsibilities and be prepared to fulfill them; (5) Act as a two-way communication link for information and feedback between their congregation or organization and the Conference.

A. In fulfilling their duties, Delegates shall consider: (1) their own conscience; (2) the congregation or organization they have been entrusted to represent; and (3) discernment, along with the other Delegates.

B. Each congregation is responsible for training and preparing its own Delegates, including non-pastor Delegates. Congregations shall be assisted in this effort by their Leadership Minister, who will meet with Delegates as needed to provide support, training, or other assistance.

Section 4.06. Quorum and Voting. For the purposes of voting at Annual Assembly, quorum shall be considered to be 50% of the number of Delegates who register to participate in Annual Assembly in person, remotely, and via submission of a written ballot. For those Delegates who are not able to attend in person, the Conference Board may provide a process and procedure for submission of written or electronic ballots. Actions shall be carried by a two-thirds vote of the delegates participating in Assembly.

Section 4.07. Participation in Meeting by Telephone and Electronic Media. A member of the Delegate Assembly may participate in a meeting by means of a conference telephone, video link, or similar means of communication. Participation in a meeting pursuant to this section constitutes presence in person at the meeting by such person for purposes of a quorum. Delegates not able to attend in person may cast their votes by written ballots in accordance with procedures set forth by the Conference Board.

Section 4.08. Actions Outside of Annual Assembly. Provisions may be made by the Conference Board for Delegates to meet and/or take action outside of the Annual Assembly. In such a case, all Delegates shall be notified by mail or email to the address supplied to the Conference and shall be asked

to respond in writing, by mail or email. The fifty (50%) percent quorum will also be required for action outside of a meeting and a two-thirds vote shall be required for the action to carry.

ARTICLE V – CONFERENCE BOARD

Section 5.01. Purpose. The purpose of the Conference Board is to administer the mission and vision of the Conference, with the mission and vision being set by the Delegates. In support of this purpose, the Conference Board is responsible for: (1) Hiring and overseeing the Executive Minister. (2) Overseeing the business of the Conference, including Conference finances. (3) Overseeing Standing Committees that carry out specific functions for the Conference. (4) Establishing, overseeing, and dissolving Special Committees, as appropriate. (5) Regularly facilitating and engaging in strategic planning and related processes, for the purpose of ensuring that the Conference is maintaining alignment with its vision and following the lead of the Spirit into areas of growth and change.

Section 5.02. Conference Board Members and Officers. The Conference Board is composed of between seven (7) and nine (9) voting members and four (4) non-voting ex-officio members. All Board Members shall be 18 years of age or older and shall be members of a member congregation. The roles of Conference Board Members are defined as follows:

A. Moderator, who shall be the Conference Board Chair and Conference Board Executive Committee Chair. The Moderator shall call and preside at all meetings of the Conference Board and shall perform such other duties as shall pertain to the office. The Moderator shall be an ex-officio member of all committees appointed by the Conference Board.

B. Assistant Moderator, who shall be the Conference Board Vice Chair and Nominating Committee Chair. The Assistant Moderator shall preside at meetings of the Conference Board in the absence of the Chair, and shall perform such other duties as shall, from time to time be assigned by the Conference Board or Moderator.

C. Secretary. The Secretary shall be responsible to keep the minutes of all meetings of the Conference Board; shall give notice of meetings as prescribed by the By-Laws; shall assure the safekeeping of all official records and documents of the corporation and the seal of the corporation; and when authorized by the Conference Board, shall affix the same to any instrument requiring it.

D. Treasurer. The Treasurer shall serve as Chair of the Budget and Finance Committee, and shall be the chief custodian of the funds of the corporation, and shall assure and be assured that all funds are deposited, distributed, and/or accounted for through the maintenance of appropriate financial records and reports. The Conference Board shall designate the persons authorized to sign disbursement checks and endorse instruments for the corporation.

E. Three (3) to five (5) additional at-large members.

F. Four (4) non-voting ex-officio members, composed of:

- i. Executive Minister
- ii. Chair of the Ministerial Committee
- iii. Chair of the Conference Related Ministries Committee
- iv. Chair of the Intercultural Committee

Section 5.03. Appointment of Conference Board Members. When vacancies arise or are anticipated on the Conference Board, the Nominating Committee is responsible for recommending new Board Members to the Delegate Assembly.

Section 5.04. Appointment of Officers. The Moderator, Assistant Moderator, Secretary, and Treasurer positions will be elected by majority vote of the Conference Board, and shall serve for a three-year term.

Section 5.05. Term of Office. Voting Board Members are elected for a three (3) year term, commencing at the first meeting after affirmation by the Delegate body. Voting Board Members are eligible to serve a maximum of three (3) consecutive three-year terms, for a total of up to nine (9) years.

A. A Conference Board member may serve for one three-year term as the Assistant Moderator, and one three-year term as the Moderator.

B. The Assistant Moderator will ascend to the role of Moderator after one term as Assistant Moderator, with approval from the remaining Conference Board members via a majority vote.

C. Contingencies: Moderator and Assistant Moderator roles may be filled by a majority vote of the remaining Conference Board members if these roles are vacated between terms, if the Assistant Moderator does not wish to ascend to the Moderator role, if the ascension of the Assistant Moderator is not approved by a majority vote, or in other similar circumstances. In the event that the Moderator or Assistant Moderator role is filled in this manner, such appointments shall be brought to the Delegate Assembly at the next Annual Assembly for affirmation.

Section 5.06. Removal of Board Member. Any Board Member may be removed by two thirds (2/3) vote of the Conference Board whenever in its judgment the best interest of the corporation will be served thereby. Removal of a Board Member will follow the process outlined in the *Member Expectations and Commitments* policy document, as adopted by the Conference Board.

Section 5.07. Regular Meetings. Regular meetings of the Conference Board shall be held at least four (4) times a year at such time and place as the Conference Board may determine. The organizational meeting of the Conference Board, at which meeting the Board shall elect Board Members and officers, shall be held annually.

Section 5.08. Special Meeting Special meetings of the Conference Board may be called at any time by the Moderator or upon written request of three (3) members of the Conference Board. The Secretary shall fix the time and place of special meetings which shall be held not more than thirty (30)

days following receipt of the request. Business transacted at special meetings shall be confined to the object stated in the call and matters germane thereto.

Section 5.09. Notice of Meetings. Written or electronic notice of every meeting of the Conference Board shall be given to each Board Member at least five (5) days prior to the date named for the meeting.

Section 5.10. Quorum. A quorum of two-thirds (2/3) of the Board Member in office shall be necessary to constitute a quorum for the transaction of business and the acts of a majority of the Board Member present at a meeting at which a quorum is present shall be the acts of the Conference Board.

Section 5.11. Action by Board Without a Meeting. Any action which may be taken at a meeting of the Board may be taken without a meeting if consent or consents in writing, setting forth the action so taken, shall be signed by all of the Board Members in office and shall be filed with the Secretary of the corporation.

Section 5.12. Participation in Meeting by Telephone and Electronic Media. A member of the Conference Board may participate in a meeting by means of a conference telephone, video link, or similar means of communication. Participation in a meeting pursuant to this section constitutes presence in person at the meeting by such person for purposes of a quorum.

ARTICLE VI – EXECUTIVE MINISTER

Section 6.01. Appointment. The Conference Board shall appoint and determine the compensation and other terms of employment of an Executive Minister.

Section 6.02. Duties of Executive Minister. The Executive Minister is hired by the Conference Board to administer the conference’s vision and mission. Duties of the Executive Minister will be determined by the Conference Board.

ARTICLE VII- COMMITTEES

Section 7.01. Standing Committees. The standing committees of the Conference Board shall be the Executive Committee, the Budget and Finance Committee, the Ministerial Committee, the Nominating Committee, the Conference Related Ministries Committee, and the Intercultural Committee. The purposes and processes of such committees shall be set forth in charters which shall be approved by and modified by the Conference Board from time to time.

A. Executive Committee. The Executive Committee shall include the following positions: Moderator, who shall be the Executive Committee Chair; Assistant Moderator, who shall be the Executive Committee Vice-Chair; Executive Minister; Secretary; and Treasurer. The Executive Minister serves as an *ex officio*, non-voting member of the committee. The Executive Committee shall set the agenda for the Conference Board and work on behalf of the Board between meetings to carry out the work of the Board. The Executive Committee shall represent the Conference Board on matters pertaining to congregational life and other relationships,

including Conference Related Ministries, church wide structures, and interchurch ecumenical contacts.

B. Budget and Finance Committee. The Budget and Finance Committee shall include the following positions: Treasurer, who shall serve as the Chair of the Budget and Finance Committee, and three to five other members as appointed by the Conference Board. Committee members may be Conference Board members or other individuals appointed by the Conference Board. The Director of Finance for the Conference shall serve as an ex officio non-voting member of the Budget and Finance Committee. The Budget and Finance Committee shall be responsible for providing leadership on fiscal matters pertaining to the Conference and shall develop a budget based upon the vision of the Conference for comment by the Delegate Assembly and recommendation to the Conference Board for approval.

C. Ministerial Committee. The Ministerial Committee shall include the following positions: The Chair of the Ministerial Committee, who shall serve as a non-voting member of the Conference Board, and six to eight additional at-large members. The Credentials Committee, a sub-committee of the Ministerial Committee, shall be composed of five to seven at-large members. The Conference staff person who is responsible for the Ministerial Committee shall serve as an ex-officio non-voting member of the Ministerial Committee and Credentials Committee. The Ministerial Committee shall be responsible for overall policies related to the calling, credentialing, training, and disciplining of those persons being credentialed by the Conference. The Credentials Committee shall interview and recommend persons for credentialing in accordance with the policies Ministerial Committee develops. The Ministerial Committee is responsible for acting on Credential Committee recommendations and granting ministerial credentials in keeping with *A Shared Understanding of Ministerial Leadership* and its designations for the status of credentialed leaders.

D. Nominating Committee. The Nominating Committee shall include the following positions: Conference Board Assistant Moderator, who shall serve as the Chair of the Nominating Committee, with other members including the Chair of the Ministerial Committee, the Chair of the Intercultural Committee, and two additional at-large members. The Associate Executive Minister shall serve as an ex officio non-voting member of the Nominating Committee. The Nominating Committee is responsible for vetting and discerning potential Mosaic Mennonite Conference Board members and Committee Members and ensuring that the Conference Board and Committees are balanced in terms of the gender, racial, cultural, geographic, and historic diversity of the Conference. Further, the Conference Board and Committees should reflect the diverse giftings represented in the Conference and exhibit a high level of intercultural capacity. The process for nominating and appointing Mosaic Mennonite Conference Board Members is as follows:

1. Potential Board members can be nominated by the Nominating Committee, the Conference Board, or by any member congregation or Delegate.
2. Conference staff shall not be eligible to serve as members of the Conference Board or hold any voting role on the Conference Board or on any Committees of the Conference Board.

3. The Nominating Committee makes recommendations for Mosaic Mennonite Conference Board members at Annual Assembly, for affirmation (or not) by the Delegates.

4. A biographical summary of each candidate will be submitted to Delegates prior to the Annual Assembly, including information about how the candidate is representative of the Conference.

5. If vacancies arise unexpectedly, the Nominating Committee may temporarily appoint a Conference Board Member. This Conference Board Member will serve in that role until the following Annual Assembly. The Nominating Committee may choose to present that individual or another candidate to the Delegate Assembly at the following Annual Assembly.

E. Conference Related Ministries Committee. The Conference Related Ministries (CRM) Committee shall include the following positions: the Chair of the CRM Committee, who will serve as a non-voting member of the Conference Board, and four to six additional members who may include CRM Delegates, CRM staff members, CRM Board members, or other individuals with a formal affiliation with a CRM, and who are also members of an MCUSA congregation. The CRM Committee shall work to maintain a positive, mutually beneficial relationship between CRMs and the Conference, and help to ensure that CRMs are supported and affirmed in serving as the missional outreach arm of the Conference. The CRM Liaison shall serve as an ex officio non-voting member of the CRM Committee. The CRM Committee should be representative of CRMs of different types, purposes, and sizes.

F. Intercultural Committee. The Intercultural Committee shall include the following positions: The Chair of the Intercultural Committee, who shall serve as a non-voting member of the Conference Board, and four to six additional at-large members. The Intercultural Committee shall provide leadership in the Conference, including among Conference leadership, Conference structures and policies, member congregations, and Delegates, in the areas of undoing racism, sexism, and cultural bias, and in facilitating and supporting mutual intercultural transformation. The Committee will give guidance to the Conference Board and staff and serve as a point of reference and support for member congregations needing assistance for related issues, connecting with the intercultural work of MCUSA, and providing resourcing for congregations that want to grow in their intercultural capacity.

Section 7.02. Other Committees. The Conference Board may, from time to time, constitute and appoint such other committees as the needs of the corporation may require.

Section 7.03. Committee appointments. Committee members should be individuals in good standing in the Conference or, if from outside of the Conference, have gifts or skills of value to the work of the Committee. In nominating and appointing Committee members, the Conference Board and Nominating Committee will make every effort to ensure that the Committees reflect the gender, racial, cultural, geographic, and historic diversity of the Conference, and the diverse giftings represented in the Conference. The members of the Ministerial Committee, Conference Related Ministries Committee, and Intercultural Committee shall elect a chairperson by majority vote. Committee members serve for

3-year terms and may serve for up to three consecutive terms. The Nominating Committee has primary responsibility for recruiting Committee members, working in collaboration with each committee. Committees recommend new members to the Conference Board which, by majority vote, approves or denies the recommendation.

Section 7.04. Committee Procedures and Quorum. A quorum of one-half (50%) of the Committee members shall be necessary to constitute a quorum for the transaction of business and the acts of a majority of the committee members present at a meeting at which a quorum is present shall be the acts of the committee. Policies and procedures may be recommended by committees to the Conference Board for approval. Once approved by the Conference Board, these become policies and procedures of the Conference, though they may be administered and monitored at the Committee level.

ARTICLE VIII – FRANCONIA MENNONITE BOARD OF MISSIONS AND CHARITIES

Section 8.01. Franconia Mennonite Board of Missions and Charities. Franconia Mennonite Board of Missions and Charities (FMBMC, a.k.a. FMC Properties) is a separate wholly owned non- profit corporation which serves as a holding company for properties owned by the Conference and consults on financial matters as directed by the Conference Board through its Budget and Finance Committee. This entity is governed by the Bylaws of FMBMC. Actions of the Franconia Mennonite Board of Missions and Charities are to be ratified by the Conference Board and Conference Board Budget and Finance Committee before becoming official. Property acquisition and disposal shall only be enacted with due process by the Conference Board.

ARTICLE IX- RECORDS AND FINANCIAL REPORTS

Section 9.01. Corporate Records. The corporation shall keep original or duplicate records of its proceedings, the original copy of its Articles of Incorporation and By-Laws including all amendments thereto certified by the Secretary, as well as appropriate, complete, and accurate financial records and minutes of all meetings of the Conference Board and the committees.

Section 9.02. Financial Reports. The Treasurer or designee shall keep the Conference Board adequately and appropriately informed of the financial condition of the corporation and shall present financial reports in the form and frequency as requested by the Conference Board. The Treasurer shall prepare and present annually to the Conference Board a report showing in appropriate detail the revenue and expenses of the corporation, the assets and liabilities, and principal changes in assets and liabilities for the year immediately preceding the date of the report. Any Board Member shall have the right to examine for any proper purpose, the financial records and minutes of the proceedings of the Conference Board and to make copies and extracts there from.

ARTICLE X - CONFLICTS OF INTEREST

Section 10.01. Disclosure. Any Board Member who has a direct or indirect financial interest in any transaction with the corporation, including any ownership interest in any entity which is involved

in a transaction with the corporation, shall disclose that interest to the Conference Board, and shall refrain from voting on any matter related to the transaction. The disinterested Board Member may require the conflicted Board Member to leave the room during any deliberation on an issue where there is a conflicted Board Member. A financial interest shall include (i) an ownership or investment interest or the potential thereof in any entity entering into contract with the corporation, (ii) a compensation arrangement or the potential thereof with an entity entering into contract with the corporation, or (iii) a fiduciary position (member, officer, director, etc.) with an entity entering into contract with the corporation. A Board Member shall be deemed to have a conflicted interest if his or her spouse, parent, or any lineal descendant of his or her parent has a direct or indirect financial interest.

Section 10.02. Ratification. If a Board Member votes on a matter in violation of the foregoing requirement, the Board Member's vote shall not be void if, after being informed of the conflict of interest, the Conference Board ratifies the action or determines in its sole discretion that the transaction is fair to the corporation at the time it was approved and the conflicted Board Member does not participate in that ratification.

ARTICLE XI - NOTICES

Section 11.01. Manner of Giving Notices. Whenever written notice is required to be given to any person, it shall be given to such persons, either personally or by electronic distribution such as E-Mail or by sending a copy thereof by first class mail, postage prepaid, to such person's address appearing on the books of the Conference, or, in the case of Conference Board Member or Delegate, supplied by such individual to the Conference for the purpose of notice.

Section 11.02. Waiver of Notice. Whenever any written notice is required to be given under the provisions of the statute or articles or bylaws of this Conference, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to giving of such notice. Except as otherwise required by statute, neither the business to be transacted at nor the purpose of a meeting need be specified in the waiver of notice of the meeting.

ARTICLE XII - INDEMNIFICATION OF BOARD MEMBER AND OFFICERS AND LIMITATION OF BOARD MEMBER' AND OFFICERS' PERSONAL LIABILITY

Section 12.01. Indemnification. The corporation shall indemnify to the full extent of the 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, by reason of that person's being or having been a Board Member, officer, employee, or agent of the corporation or of any other enterprise at the request of the corporation. Notwithstanding the foregoing, the corporation has no obligation to purchase insurance on behalf of any person who is or was a Board Member, officer, employee, or agent of the corporation against any liability asserted against or incurred by her or him in any such capacity, or arising out of her or his status as such. Such insurance may be provided by the corporation at the sole discretion of the Conference Board.

Section 12.02. Limitation of Board Member's Personal Liability. No Board Member shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

(1) The Board Member has breached or failed to perform the duties of her or his office relating to the standard of care and justifiable reliance; and

(2) The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness, PROVIDED, HOWEVER, that the provisions of this section shall not apply to: (1) the responsibility or liability of a Board Member pursuant to any criminal statutes; or (2) the liability of a Board Member for the payment of taxes pursuant to local, state, or federal law.

Section 12.03. Standard of Care of Board Member and Justifiable Reliance by Board Member. A Board Member shall stand in a fiduciary relation to the corporation and shall perform her or his duties as a Board Member in good faith, in a manner she or he reasonably believes to be in the best interests of the corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing her or his duties, a Board Member shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following: (1) one or more officers or employees of the corporation whom the Board Member reasonably believes to be reliable and competent in the matters presents; or (2) counsel, public accountants or other persons as to matters to which the Board Member reasonably believes to be within the professional or expert competence of such person. A Board Member shall not be considered to be acting in good faith if she or he has knowledge concerning the matter in question that would cause her or his reliance to be unwarranted. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Board Member or any failure to take any action shall be presumed to be in the best interests of the corporation.

ARTICLE XIII AMENDMENTS

Section 13.01. Amendments. These By-Laws may be amended by the affirmative vote of two-thirds (2/3) the Conference Board in office at a meeting called for that purpose, and must be affirmed by a two-thirds (2/3) vote of the Delegate Assembly at the following Annual Assembly. Notice of the meeting at which an amendment is to be considered shall set forth in full the proposed amendment and shall be mailed to each Board Member at least thirty (30) days prior to the date of the meeting. All proposed amendments to the By-Laws shall be reviewed by staff leaders and counsel prior to approval by the Conference Board.

ADOPTED on(date) November 2, 2019