

Atlantic Coast Conference of the Mennonite Church

BYLAWS

Revisions approved by delegates October 1999/April 2003/October 2010/October 2011

ARTICLE I. IDENTIFICATION

Section 1. Name

This association of congregations will be known as the "Atlantic Coast Conference of the Mennonite Church USA", incorporated under the laws of the Commonwealth of Pennsylvania.

Section 2. Antecedents

The Atlantic Coast Conference (hereafter, ACC) gratefully acknowledges its history and nurturing within the Ohio and Eastern Conference of the Mennonite Church. The present association represents a consolidation of two sub-units that functioned as part of the Ohio and Eastern Conference, namely the Conestoga-Maple Grove District and the Atlantic States District.

Section 3. Incorporation

On November 4, 1978, the Atlantic Coast Conference of the Mennonite Church became the successor to the Missions Committee of the Conestoga-Maple Grove District, which was incorporated May 15, 1957, and the Atlantic States District, both of which were members of the Ohio and Eastern Conference of the Mennonite Church. The Atlantic Coast Conference was chartered as a nonprofit corporation under the laws of the Commonwealth of Pennsylvania on January 24, 1979.

Section 4. Denominational Affiliation

The Atlantic Coast Conference is a voluntary participating conference in the Mennonite Church USA. The Conference subscribes to the current Confession of Faith of Mennonite Church USA and seeks to fulfill the responsibilities of this affiliation. It encourages member congregations to participate in the meetings, programs and services of the denomination.

Section 5. Membership

A. Congregations

1. The congregation is the basic unit of the Atlantic Coast Conference organization. The congregation is central in the life and witness of the church and finds broader meaning as it becomes a part of the larger church.

B. Eligibility for Conference Membership

1. Congregations shall be eligible to apply for and continue membership in the Atlantic Coast Conference when they demonstrate the following:
 - a. The existence of a recognized body of members.
 - b. An adequate leadership structure that supports the operations of a viable congregation.
 - c. A willingness to embrace the current Confession of Faith of Mennonite Church USA as a guiding framework for ministry and relationship.
 - d. A commitment to giving and receiving counsel from the conference and/or its constituent congregations.
 - e. A readiness to share responsibly in the program of the Conference with interest, prayers, personnel and funds.

C. Eligibility for Associate Conference Membership

1. Congregations or groups of congregations will be eligible to apply for and continue associate membership in the Atlantic Coast Conference when they demonstrate the same characteristics as Members, found in Section 5.B.1.a-e. Associate membership of congregations is another means of

relationship with the Conference in which the Associate Member Congregation desires to be aligned with and participate with the Conference for the benefit of both the congregation and the Conference. Associate membership may be a step toward membership in the Conference.

- a. Associate membership will have the following characteristics:
 - 1) Non-voting members of Delegate Council.
 - 2) Staff and Pastors do not hold credentials with the Conference, unless otherwise agreed with the Conference.
 - 3) Will receive administrative services based on agreement with the conference.
- D. Procedures for Securing and Terminating Conference Membership and Associate Conference Membership are outlined in a document of procedures approved by the Delegate Council on recommendation of the Executive Committee and updated from time to time by proper action.

ARTICLE II. FUNCTION

The Atlantic Coast Conference will, from time to time, establish the Conference's vision, purpose and values and maintain or create structures and processes to, together, achieve it vision and purposes. The Conference will do this through the structures of its Delegate Council, Executive Committee, its various subcommittees, and Conference staff.

ARTICLE III. DELEGATE COUNCIL

Section 1. Function

The Delegate Council will serve as a forum for representatives of associated congregations to address policies and programs that achieve the purpose of Conference. The final responsibility and authority of the Conference rests with the Delegate Council. The Delegates are the representatives of the member congregations of this corporation.

Section 2. Composition

The Delegate Council will be composed of the following:

- A. Those delegates selected annually by ACC member congregations with a maximum of two delegates for the first 100 members and one delegate for each additional 100 members or fraction thereof. Each congregation is permitted one youth delegate, in addition to the prior listed delegates. Delegates will be members in good standing of affiliated congregations.
- B. Ordained and licensed ministers with active service assignments recognized by the ACC.
- C. Members of ACC standing committees and their chairpersons.
- D. Executive Committee members of the ACC, as defined below.
- E. Representatives of the Conference Related Ministry Council (CRMC) as appointed by the Executive Committee.
- F. All staff persons, including Conference Ministers, will participate with the Delegate Council as non-voting members.

Section 3. Duties

Delegates will perform the following functions with their congregations and as members of the Delegate Council:

- A. Speak for their congregations to the Delegate Council; interpret conference work and program to the congregations.
- B. Participate in meetings, fellowship, discussion, and ACC vision development stewarding the vision through Conference delegate sessions.
- C. Elect Executive Committee members and other identified leadership needed for the Conference.
- D. Approve the annual Conference budget.
- E. Receive and terminate member and associate member congregations.
- F. Approve revisions or amendments to these bylaws.

Section 4. Meetings

- A. The Delegate Council, conference congregations and interested individuals will meet at least annually for worship, fellowship and conducting the official business of the Conference, at a time and place fixed by the Executive Committee. The fall assembly is regarded as the annual conference assembly. Additional meetings of the Delegate Council can be called at the written request of a majority of the Conference Delegates.
- B. Notice of all meetings will be communicated to associated congregations no less than thirty days prior to the date of meeting.
- C. A quorum will consist of Delegates present at a duly announced meeting. There will be no provision for proxy voting.
- D. Delegate Council meetings are open to any interested persons. Floor privileges may be extended to all persons in attendance, as described in Decision Making, Art. 4, Section 4. F, below.
- E. All meetings will be conducted in accordance with generally accepted parliamentary procedures unless other procedures are agreed to by a majority of the Delegates present at a duly convened meeting.
- F. The Delegate Council, Executive Committee and any subcommittees may act by electronic (including telephonic) means, by following policies developed, approved and agreed on by the Executive Committee. A decision by electronic means will be properly documented in writing after its action and will be binding as any other action taken in an in-person meeting. While face to face meeting will be the preferred style of meeting, the Conference recognizes that its objectives may be best met by meeting by electronic means.

ARTICLE IV. EXECUTIVE COMMITTEE

- A. The Executive Committee is the board of directors of this corporation. Its work includes the following functions

Section 1. Functions

- A. Implement conference vision and direction as established by the Delegate Council.
- B. Function for the Conference between Delegate Council sessions, within parameters established by the Delegate Council
- C. Acts on membership as described in Article I, Section 5.
- D. Fill vacancies in elected offices between Delegate Council meetings.
- E. Hold and control title to Conference property and fulfill all legal requirements pertaining thereto.
- F. Supervise the work of Conference staff persons, through the Executive Conference Minister and via personnel policies, including annual review of assignments, salaries and allowances.
- G. Appoint committees and other positions as needed and not provided for elsewhere.
- H. Review and propose the total conference budget for approval by the Delegate Council
- I. Maintain a grievance policy for the Conference and receive grievances and concerns from and between Member congregations.

Section 2. Composition and Corporate Officers hereafter referred to as Servant Leaders.

- A. Composition: The Executive Committee consists of six (6) or more individuals selected by the Delegate Council at its Annual Assembly or other appropriately convened meeting and a representative of the Cluster Conveners.
- B. Servant Leaders: The Delegate Council will appoint individual members of Executive Committee to serve as Moderator, Moderator-elect, Treasurer, Secretary, (the officers of the Conference) and two or more additional members. Members of the Executive Committee serve as volunteers, receiving no compensation from the Conference.
- C. Description of Servant Leader Roles
 - 1. Moderator
 - a. Presides over meetings of the Delegate Council and Executive Committee.
 - b. Has the responsibility of a chairperson, under the Nonprofit Corporation Law of Pennsylvania.
 - c. Serves a two-year term; may be appointed for up to two additional two-year terms.
 - d. Performs all other duties pertaining to the office of Moderator.

2. Assistant Moderator
 - a. Assists Moderator.
 - b. Exercises the rights and duties of the Moderator at the request, absence or disability of the Moderator.
 - c. Serves a two-year term; may be appointed for up to two additional two-year terms.
3. Treasurer
 - a. Provides leadership in financial matters of the Conference.
 - b. Arranges for and works with auditors for an annual audit.
 - c. Leads administration of investments of the Conference.
 - d. Assumes the office for a two-year term upon election by the Delegate Council, coinciding with the election of the Assistant Moderator.
 - e. May serve a maximum of three consecutive terms.
4. Secretary
 - a. Acts as corporate secretary and has custody of the corporate seal.
 - b. Assumes office upon election by the Delegate Council.
 - c. Assures that minutes are recorded in all sessions of the Executive Committee.
 - d. May serve a maximum of three consecutive terms.
5. Additional members
 - a. Will serve as requested and perform duties as assigned by the Executive Committee.
 - b. Assume the office for a two-year term upon election by the Delegate Council.
 - c. May serve a maximum of three consecutive terms.

Section 3. Meetings

- A. Meetings will be held monthly or as called by the Moderator to carry out the business of the Executive Committee.
- B. All meetings, except executive sessions, will be open to members of Atlantic Coast Conference member and associate member congregations.
- C. A special session may be called by any two members of the Executive Committee.
- D. Committee members will be notified of the date, time and place of all meetings (regular and special) at least one week in advance of the meetings except by agreement of all members.
- E. A quorum will consist of a simple majority of all Executive Committee members.
- F. All meetings will be conducted in accordance with generally accepted parliamentary procedure unless other procedures are agreed to by a majority of the Executive Committee members present at a duly convened meeting.
- G. Any or all of the Executive Committee members may participate in a meeting of the Executive Committee by means of a conference telephone call or similar communications equipment by which all persons participating in the meeting communicate with each other. Participation in this manner constitutes presence in person at the meeting.
- H. Any action required or permitted to be taken at any meeting of the Executive Committee may be taken without a meeting if prior to such action a written consent to such action is signed by all members of the Executive Committee and such written consent is filed with the minutes of the proceedings of the Executive Committee. To the extent permitted by law, a written consent will be deemed to exist when the email address from which the affirmative response is emailed corresponds to the address registered for the member who is making the response. Written copies of such email responses will be filed with the minutes of the proceedings of the Executive Committee.

Section 4. Vacancies

The Executive Committee will fill any vacancy in those positions selected by the Delegate Council for the remaining term, until the normal expiration of the term so filled.

ARTICLE V. CONFERENCE OFFICE

Executive Committee may recommend for Delegate Council approval of the establishment or dissolution of a Conference Office of one or more employed staff persons to help best achieve the Conference's purpose.

Executive Committee proposes to the Delegate Council a budget and recommends the chief administrator (Executive Conference Minister). The Executive Conference Minister may employ/discontinue the employment of additional staff upon authorization of the Executive Committee and consistent with the Conference budget.

The Conference Office may also include Conference Ministers or similar role and title to provide oversight, counsel and support for congregations and their pastors.

ARTICLE VI. COMMITTEES

- A. The Executive Committee may establish committees to carry out the objectives and programs of the Conference.
- B. Committees will be either "standing" (program) committees that are ongoing or "short-term" committees that are created to meet specific needs and have defined time-frames for completion of tasks.
- C. All Committees are accountable to the Executive Committee and the purpose and goals for each standing committee will be published in the conference records. Creation or dissolution, of a standing committee will require affirmation from the Delegate Council.
- D. The Executive Committee will have authority to create temporary staff positions as deemed necessary to support the establishment and function of a committee.

ARTICLE VII. CONFERENCE YEAR AND FISCAL YEAR

- A. The Conference year will begin with the close of the annual Assembly of Delegates and extend through the annual meeting the following year. All elected positions will be governed by the Conference year.
- B. The fiscal year begins July 1 and extends through June 30 of the following year.

ARTICLE VIII. DIRECTORS LIABILITY

Section 1. Fiduciary Responsibility

- A. The Executive Committee, as its board of directors, will stand in a fiduciary relationship to the Conference and will perform duties as a director (including duties as a member of any committee of the board upon which serving) in good faith, in a manner reasonably believed to be in the best interest of the Conference, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances.

In performing these duties, Executive Committee members will be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared by any of the following:

1. One or more officers or employees of the Conference whom the director reasonably believes to be reliable and competent in the matters presented.
 2. Counsel, public accountants or other persons as to matters which the director reasonably believes to be within the professional or expert competence of such person.
 3. A committee of the board upon which the director does not serve, duly designated in accordance with law, as to matters within its designated authority, which the director reasonably believes to merit confidence.
- B. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a member of Executive Committee or any failure to take any action will be presumed to be in the best interest of the Conference.

Section 2. Limited Personal Liability and Indemnification of Directors, Officers and Employees

- A. Limited Personal Liability: A director of the Conference will not be personally liable for monetary damages for any action taken, or any failure to take any action, unless:
 - 1. The director has breached or failed to perform the duties of the office under this section and such failure is deemed to be negligence on the part of the director or
 - 2. The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.
- B. Indemnification
 - 1. The Conference indemnifies its directors, officers, and employees whether or not then in service (and their executor, administrator and heirs), against all reasonable expenses actually and necessarily incurred in connection with the defense of any litigation to which the individual may have been a party because that individual is or was a director, officer or employee. The individual will have no right to reimbursement, however, in relation to matters as to which the individual has been judged liable for negligence or misconduct in the performance of duties, or was derelict in the performance of duty as director, officer or employee by reason of willful misconduct, bad faith, gross negligence or reckless disregard of the duties of office or employment. The right to indemnity for expenses will also apply to the expenses of suits that are compromised or settled if the Court having jurisdiction of the matter approves such settlement.
 - 2. The corporation has no obligation to purchase or provide insurance on behalf of any person who is or was a director, officer, or employee of the corporation against any liability asserted against or incurred by that person in any capacity arising out of status in such position. Insurance will be provided at the sole discretion of the Board of Directors.

The foregoing right of indemnification will be in addition to, and not exclusive of, all other rights to that which such director, officer or employee may be entitled.

ARTICLE IX. DISSOLUTION

Upon dissolution of the corporation, after all obligations are paid, any remaining assets will be distributed as determined by the last official Executive Committee to one or more organizations that are qualified as tax-exempt organizations under Section 501(c) (3) of the Internal Revenue Code and that have a purpose similar to and consistent with that of this corporation.

ARTICLE X. AMENDMENTS AND INTERPRETATION

Section 1. Amendments

These Bylaws may be amended by either (a) unanimous vote of delegates present at any duly called session of the Delegate Council or (b) by a two-thirds vote of all delegates present at any duly called Delegate Council meeting after a notice of the proposed change was given at least thirty days before the meeting.

Section 2. Interpretation

Should questions of interpretation arise regarding any item in these Bylaws; the Delegate Council will have the right of final decision.