

# Atlantic Coast Conference of the Mennonite Church

## BYLAWS

Revisions approved by delegates October 1999/April 2003/October 2010/October 2011/October 2020/October 2021

### 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, ACC 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. ACC was chartered as a nonprofit corporation under the laws of the Commonwealth of Pennsylvania on January 24, 1979.

#### Section 4. Denominational Affiliation

ACC is a voluntary participating member conference of Mennonite Church USA. The Conference subscribes to the current Confession of Faith in a Mennonite Perspective and seeks to fulfill the responsibilities of this statement.

#### Section 5. Membership

##### A. Congregations

1. The congregation is the basic unit of the ACC 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.
2. Member congregations of ACC are encouraged to fully participate in the life of ACC and endorse the vision and priorities of Mennonite Church USA.

##### B. Eligibility for Conference Membership

1. Congregations shall be eligible to apply for and continue membership in ACC when they demonstrate the following:
  - a. The existence of a recognized body of believers.
  - b. A leadership body that supports the life and mission of a congregation
  - c. A willingness to embrace the current Confession of Faith in a Mennonite Perspective as a guiding framework or ministry and relationship.
  - d. A readiness to share responsibly in the program of the Conference with interest, prayers, personnel and financial generosity.
2. Congregations commit to giving and receiving council from each other and from conference leadership to ensure ongoing alignment with the above criteria.

- 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

ACC fully endorses the vision and priorities of Mennonite Church USA and provides the service of leadership and Christian community to participating congregations and Conference Related Ministries. ACC will utilize the structures of its Delegate Council, Executive Committee, various standing committees, and Conference staff to:

- A. Call all congregations to obedience to God, the centrality of Jesus Christ, the witness of the Holy Spirit, and the authority of the Scripture.
- B. Help congregations to identify their needs and find support services that may help congregations accomplish their mission.
- C. Welcome diversity among the congregations within the parameters established by the current Mennonite Confession of Faith.
- D. Encourage a social conscience by expressing Christian concerns and convictions on ethical issues.
- E. Provide oversight for each congregation and encourage and disciple congregations toward greater faithfulness to Christ and Scripture.
- F. Help congregations call dedicated and gifted pastors, examine and credential these leaders, and support their continuing growth and education.
- G. Be a forum for discerning the will of God through the counsel of the members and for addressing issues of concern to congregations.

## ARTICLE III. DELEGATE COUNCIL

### Section 1. Function

The Delegate Council will serve as a forum for representatives of member congregations and Conference Related Ministries 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 Mennonite Church USA vision processes.
- C. Elect Executive Committee members and chairpersons of standing committees.
- D. Approve the annual Conference budget.
- E. Receive and release member and associate member congregations in accordance with conference policy.
- 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 at the invitation of Executive Committee for worship, fellowship and conducting the official business of the Conference, at a time and place fixed by the Executive Committee. Additional meetings of the Delegate Council can be called by Executive Committee or the written request of delegates from any four ACC member congregations in consultation with Executive Committee.
- B. Notice of all meetings will be communicated to member 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 on behalf of the Conference between Delegate Council sessions, within parameters established by the Delegate Council
- C. Recommends Delegate Council action on conference 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.
- 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.
- J. May act by electronic means, which 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 met by meeting by electronic means.

##### 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.
- B. Servant Leaders: The Delegate Council will appoint individual members of Executive Committee to serve as Moderator, Assistant Moderator, 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. Facilitates meetings of the Delegate Council and Executive Committee.
    - b. Has the responsibility of a chairperson, under the Nonprofit Corporation Law of Pennsylvania.
    - c. May serve a maximum of two consecutive terms.

- d. Assumes the office beginning July 1 for a two-year term following election by the Delegate Council.
- 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 an additional two-year term.
- 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; may be appointed for an additional two-year term.
  - e. Serves as chairperson of the Finance & stewardship Committee.
- 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 two 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 two 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 Executive Conference Minister to the Delegate Assembly for affirmation. The Executive Conference Minister may employ/discontinue the employment of additional staff in consultation with Executive Committee.

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. Committee chairpersons will be approved by delegate council for a two-year term and may serve a maximum of two consecutive terms.

## ARTICLE VII. CONFERENCE YEAR AND FISCAL YEAR

- A. The Conference year will begin on July 1 and extend through June 30. All elected positions will begin on July 1.

## 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.

3. The Conference, from time to time, may appoint a team of individuals to investigate allegations of ministerial misconduct. Members appointed to investigate allegations of ministerial misconduct shall be volunteers of the conference. Any person who is appointed by the conference to investigate allegations of ministerial misconduct and to provide findings and make recommendations based upon an investigation shall be entitled to the same indemnification as the Conference's directors, officers and employees

## 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.