



A Manual of Procedure

2023 Edition

A Manual of Procedure

(2023 Edition)

Preamble

The General Conference of Brethren churches, to secure a uniform method of procedure in the organization of new churches and the administration of the churches already established, adopts the following manual of procedure. Consistent with its limited congregational polity, The Brethren Church recognizes the right of each local congregation to order its own affairs but seeks a common commitment on matters of faith and practice at the regional and denominational levels. Therefore, Chapter One, Sections 3 through 5, dealing with local congregations shall be considered advisory, while Chapter One, Sections 1 and 2, and Chapters Two through Four shall be under the authority of the General Conference.

Chapter One: The Organization of the Church

Section 1: The Local Church

Article 1. The Brethren Church is a body of baptized believers. The mode of receiving new believers into church membership is upon profession of faith in Jesus Christ, the Son of God, repentance, baptism by trine immersion, and confirmation by the laying on of hands. Local churches at their option may receive believers who reaffirm their faith in Jesus Christ as saving Lord, who have been previously baptized by believers' baptism and who evidence a personal faith and walk in Jesus Christ as Lord.

Article 2. As a family of Brethren congregations, we corporately affirm and practice the following church ordinances: baptism of new believers by trine immersion; confirmation by the laying on of hands on newly baptized believers; threefold communion, consisting of footwashing, love feast, and the Eucharist of bread and cup; and anointing of the sick with oil.

Article 3. Provisional Church. The normal process for church development or recognition of a congregation seeking to affiliate with The Brethren Church shall involve two stages: provisional church and church. A provisional church may be recognized by the Executive Board of the General Conference following:

- A. Consensus of a group or non-Brethren congregation to both be a part of, and to support, The Brethren Church.
- B. Recognition of a pastor who is under the oversight of the Regional Leadership Team.
- C. An intentional relationship with a Brethren Church region and The Brethren Church National Office.
- D. An agreed upon process of deployment and affiliation.
- E. The recommendation of the Regional Leadership Team.

A recognized provisional church shall have the privileges and responsibilities afforded by the General Conference, including elder and the minimum number of regular credentials granted to a church and providing full support of regional and denominational ministries. A provisional church shall follow the guidelines established by the Executive Board.

Article 4. Church. A provisional church may become a church, with all privileges and responsibilities afforded by the General Conference, at such point as it:

- A. Has sufficient members to assume responsibility for its own financial obligations.
- B. Has an established internal leadership team or board.
- C. Has a pastor who is under the oversight of the Regional Leadership Team.
- D. Is able to be a contributing partner to Brethren regional, national, and global ministries in the estimation of the Regional Leadership Team.

The process for a provisional church to be recognized as a church is as follows:

- A. Members of a provisional church vote as a majority to be recognized as a church and communicate that desire to the Regional Leadership Team.
- B. The Regional Leadership Team or its designee assesses with the provisional church its readiness for recognition as a church. Separate additional guidelines may be established by the Executive Board for a provisional church originating as a church plant or a provisional church originating from another denomination.
- C. Upon their mutual agreement of readiness, the Regional Leadership Team recommends to the next General Conference that the provisional church be recognized as a church.
- D. The General Conference, by majority vote, affirms or refers to the appropriate Regional Leadership Team the request for recognition as a church.

Article 5. The Brethren Church is a family of churches. Each local congregation has opportunities for input in corporate decisions. Each local congregation has moral and relational responsibilities to every other Brethren congregation. Therefore, each local congregation should support denominational ministries by participating in the General Conference of The Brethren Church and by providing funds for the ministries established by the delegates of the General Conference.

Article 6. All local churches shall by proper and legal procedures provide that all property and assets shall revert to The Brethren Church, Inc., in the event that the local organization disbands, becomes disorganized, or ceases to use its property for and in the interest of The Brethren Church.

Article 7. Church Dissolution. A Brethren church may disband upon a decision of its membership, or upon a decision of the Regional Leadership Team that said church is no longer able to fulfill any of the requirements of a church as stated in Chapter One, Section 1, Article 4.

The process for dissolution is as follows:

- A. Members of a church may vote to cease being a Brethren congregation. Notice of said decision is to be made to the Regional Leadership Team and the National Office. At the time of dissolution, the church will disperse its assets in accordance with Chapter One, Section 1, Article 6.
- B. The Regional Leadership Team which has oversight of a Brethren church may declare it dissolved when upon assessment of its status it is, in the opinion of the Regional Leadership Team, no longer able to fulfill any of the requirements of a church. The Regional Leadership Team shall give the church written notice of its decision and assist the congregation in dispersing its assets in accordance with Chapter One, Section 1, Article 6.
- C. When a congregation is dissolved by a Regional Leadership Team, the congregation may appeal the decision to the National Board of Oversight, whose determination shall be final.

Article 8. Procedures for Congregational Discipline. Because of the highly relational nature of The Brethren Church, the denomination places great value on maintaining strong fellowship ties and unity in essential moral, doctrinal, and practical commitments. When a Brethren congregation deviates from these common biblical and practical standards, it may come under the discipline of The Brethren Church. In such cases the Regional Leadership Team will take the lead and thoroughly investigate the matter with the congregation's leaders and members and determine an appropriate course of action. Every effort should be made to resolve deviations through open dialogue and appeals to church and denominational unity. However, disciplinary action may be necessary. Disciplinary actions that could be taken by the Regional Leadership Team include:

- Issuing a warning to deal with the deviation within a specified period.
- Recommending to the General Conference that a congregation's delegates to the General Conference not be recognized.
- Recommending formally to the National Board of Oversight the disfellowshipping of the congregation from The Brethren Church. This step would be taken only if the deviation is serious enough and the congregation fails to deal with the matter within a specified period.

The National Board of Oversight will review the actions taken by the Regional Leadership Team and will also solicit input from the leaders of the congregation. If the board upholds the recommendation of the Regional Leadership Team to disfellowship the congregation from The Brethren Church, the board will issue formal notification of its action to the congregation and its leadership. The board may decide on another course of action, but it will provide clear expectations to the congregation, including a specific period for addressing the issues in question. At all times, the goal should be loving restoration and a desire to live in harmony with our brothers and sisters in the faith.

The National Board of Oversight is the final court of appeal in all cases of discipline of congregations.

Section 2: Officers of the Church

Article 1. The regular officers of the church are ordained; licensed or commissioned pastor; and deacon and deaconess. The sole or lead pastor of a Brethren church is to be either a Licensed or Ordained Pastor in The Brethren Church or begin the process of licensure within six (6) months of initiation of pastoral ministry. The process and procedures for commissioning, licensure, and ordination will be under the authority and supervision of the National Board of Oversight.

Section 3: Respective Duties of Officers

Article 1. Ordained elders or sole or lead pastors have the following responsibilities: to feed the flock of God by reading and expounding the Word of God; to administer the ordinances; to manage with other church officers the organization of all the subordinate work of the congregation; to visit the people from house to house and pray for and with them; to be devoted to the care of the poor, the sick and the dying; and, under the direction of the church, administer government and discipline. It shall also be the duty of the pastor, in so far as conscientiously possible, to encourage the people to supply themselves with the literature of the church; and to support loyally all the organizations and institutions of the church. The pastor shall keep a careful account of the work to supply the appropriate Regional Leadership Team and the General Conference with information concerning the pastorate, statistical, administrative, or spiritual, and to leave to the succeeding pastor a particular account of the charge, including the names and standing of the members and their places of residence.

Article 2: Licensed pastors may serve as a sole or lead pastor of a congregation, or in an assistant or associate role. If a sole or lead pastor, they are to perform the responsibilities of a pastor or elder as outlined in Chapter One, Section 3, Article 1. If they are an associate or assistant pastor, they are to fulfill those parts of the responsibilities as assigned by either their lead pastor or elder, or the appropriate local church board or authority. A licensed pastor will

be overseen by a supervising elder, appointed by the region in which the church resides. This supervision is not necessarily onsite, but regular communication with the licensed pastor and regular reports to the Regional Leadership Team are required during the entire tenure of licensure. A licensed pastor may at some future point pursue ordination, following the procedures established by The Brethren Church and the National Board of Oversight.

Article 3: Commissioned pastors are those who are not sole or lead pastors but serve in various specific ministry areas of the church, for example, those in music, youth, Christian education, and counseling. They can be called “Minister of ,” “Director of ,” etc. A church should feel free to develop any appropriate title providing the concept is understood. These people would appear before the Regional Leadership Teams but not the National Board of Oversight. (The IRS recognizes commissioned Christian workers.) Commissioning is also appropriate when a particular ministry is limited with respect to time. Short-term missionaries should thus be commissioned. Commissioned pastors must be under direct supervision of a licensed pastor or ordained elder in the ministry context they serve, or if that is not possible, a licensed pastor or elder in their respective region.

Article 4. It is the duty of the deacons and deaconesses to assist the pastor or elder in charge of a church in the temporal and spiritual affairs of the congregation as the scriptures indicate and the needs of the church require.

Section 4: Officers, How Called and Elected

Article 1. Candidates for the gospel ministry shall be called by the congregation at a regular or special business meeting, and the results of said election shall be transmitted to the Regional Leadership Team by the congregation through the officer presiding at said election.

Article 2. Properly qualified persons shall be examined for and ordained to the eldership according to the provisions of Chapter Two, Section 4, Article 2A.

Article 3. Any local church may call a layperson to the work of a commissioned pastor at a regular or special business meeting. Such a call shall be transmitted to the Regional Leadership Team for its consideration.

Article 4. Deacons and deaconesses may be elected in the following manner: After due public notice the church shall convene at the place appointed. The election shall be by ballot and three-fourths of the votes cast shall be necessary for an election. If no election occurs on the first ballot, then a second ballot shall be taken, and so on until an election occurs or is postponed.

Article 5. Churches recognized according to Chapter One, Section 1, Article 4, shall elect and call a pastor in the following manner: After due public notice the church shall convene at the place of public worship. The election of a pastor shall proceed by ballot. It shall require a majority of votes cast to constitute a call unless the church shall have previously determined that a two-thirds or three-fourths vote is necessary.

Section 5: Rights of Members

Article 1. All members of a local church who are in full membership and enrolled in its active membership shall be eligible to vote in all transactions of the church, except in those states where there are legal restrictions regarding the voting of minors.

Chapter Two: Regions

Section 1: Boundaries of Regions

Article 1. The whole territory embraced by The Brethren Church of the United States of America and the Dominion of Canada shall be divided by the General Conference into regions. Existing regions may be divided, or their boundaries changed, and new regions may be formed as the wisdom of the General Conference may determine, providing, however, that no existing region shall be divided, or its boundaries changed without the consent of those congregations that would be affected by the change.

Section 2: Purpose of Regions

Article 1. The purpose of regions shall be the preservation and promotion of existing Brethren congregations and the development of new congregations within the boundaries of the region. To accomplish this purpose, the General Conference, through its national and regional personnel and resources, shall provide every possible aid to enhance and expand the ministry of congregations within the region.

Section 3: Authority of Regions

Article 1. The authority of regions, as exercised through their teams and ministries, shall be delegated by the General Conference, and shall be exercised in a collaborative relationship with the local congregations composing each region.

Article 2. The Executive Board of The Brethren Church shall serve as the congregational and regional authority for calling and overseeing individuals seeking commissioning, licensure, or ordination in The Brethren Church whose ministry context lies outside the boundaries of any existing region.

Section 4: Functions and Ministries of the Regions

Article 1. The regions shall carry out the functions that the General Conference considers necessary for the mission of The Brethren Church. Regions shall serve as channels for the concerns and needs of local congregations to the national level of the denomination and as advocates to local congregations of the mission and vision of The Brethren Church as established by the General Conference and its Executive Board. The congregations composing a region may also choose to gather for times of fellowship, worship, and training.

Article 2. Each region shall have a Regional Leadership Team.

A. Duties and Responsibilities. The Regional Leadership Teams shall serve in an executive role in their regions, providing oversight of pastors, elders, and

congregations and serving as advocates for the mission and programs of the national church and for ministries within the region. Its specific duties and responsibilities shall be to:

- (1). Examine and approve candidates for licensure and commissioning.
- (2). Examine and prepare candidates for ordination to pastoral ministry or for recognition of prior ordination and referral to the National Board of Oversight for final examination and approval. A member of the Regional Leadership Team should be present at and assist in the ordination service of any candidate from that region who has been approved for ordination.
- (3). Provide nurture, oversight, and discipline of pastors and congregations, including assisting churches in the selection of pastors, especially if the pastor is coming from a different denomination. For a congregation coming in from a different denomination which already has its own pastor, the Regional Leadership Team will assist in the process for recognizing that pastor's prior ordination.
- (4). Maintain a regional list of Brethren elders and licensed and commissioned pastors in good standing within the region. The team shall supply the list to the National Board of Oversight on a yearly basis and shall yearly issue a certificate of good standing to all elders within the region so certified. Elders moving between regions are expected to present to their new Regional Leadership Team their certificate of good standing as well as a letter of good standing from the congregation in which they held membership. The team shall communicate in a timely fashion with any person removed from the list of elders in good standing with an explanation for the decision.
- (5). Identify and develop persons or teams to nurture and promote church planting and congregational vitality in collaboration with the regional resource coordinator and the national staff.
- (6). Oversee the selection process for members of the Regional Leadership Team.
- (7). Appoint yearly two of its members, one elder and one lay person, to serve on the National Board of Oversight.
- (8). Serve as a liaison with any regional camp board for advocacy, reporting, and accountability, including financial.
- (9). Affirm a regional resource coordinator selected in collaboration with the executive director.
- (10). Form committees and task forces as needed to fulfill its responsibilities.

B. *Composition and Selection* This team shall be composed of both elders and laity who are elected by the congregations within that region on rotating three-year renewable terms. Regional Leadership Team Members shall be nominated and elected through a

process established by the Executive Board. Licensed and commissioned pastors are considered laity if elected to this team. Members may serve three consecutive full terms but may then become eligible for re-election only after going off the team for at least one year. In unusual and unforeseen circumstances, Regional Leadership Teams may temporarily extend a team member's term for an additional three years to provide leadership continuity through a specific crisis or season. This decision shall be at the discretion of a majority of the members of the Regional Leadership Team and shall be communicated to the Region and the Brethren Church National Office. An equal number of elders and laity shall be elected each year. The number of members on given regional teams should be flexible, based on the amount of work each team must conduct. The selection of team members should reflect as much as possible the geography of the region. Candidates for this team must demonstrate commitment to the life and concerns of local congregations and the national vision and core values and have the time, gifts, and abilities necessary to fulfill the responsibilities of the office. All members of a Regional Leadership Team shall be members in good standing of their local Brethren church at the time of their election and throughout their terms of service. In addition to the elected members, the regional resource coordinator serves as a member of the team with voice and vote. Each team shall organize itself internally by selecting a chair and a secretary.

- C. Filling of Open Positions. In the case of an open position, the Regional Leadership Team has the authority to appoint an individual to fill the remainder of the open term. Such an appointment shall not count toward the term limitations stated in this article. Such appointments should be made to maintain the balance of equal numbers of elders and laity on the Regional Leadership Team.

Article 3. Each region shall have a recognized regional resource coordinator working under the direction of the executive director. This regional resource coordinator must receive the approval and affirmation of the Regional Leadership Team with which they are serving. Their functions are:

- A. Developing regular, healthy communications with and among pastors, congregations, and their Regional Leadership Team, especially in times of pastoral transition, and when selecting a pastor from another denomination.
- B. Supporting the denominational priorities as established by the General Conference and the Executive Board.
- C. Identifying and developing people or teams to nurture and promote church planting and congregational vitality in collaboration with the Regional Leadership Team and the national staff.

- D. Serving on the Regional Leadership Team as a member with voice and vote.
- E. Coordinating the equipping, training, and resourcing of clusters and congregations.
- F. Serving as a liaison between congregations, the Regional Leadership Team, the denomination, and The Brethren Church National Office.
- G. Encouraging regular inter-congregational fellowship, collaboration, and connectivity.

Article 4. The Brethren Church, Inc., shall consult with the pertinent Regional Leadership Team on the use of any assets designated for use in their region that result from the closure of a local congregation or camp.

Chapter Three: The National Board of Oversight

Section 1: Authority

Article 1. The National Board of Oversight derives its authority from the General Conference.

Section 2: Responsibilities

Article 1. The responsibilities of this board shall be:

- A. Final examination and approval of candidates for ordination or for recognition of prior ordination.
- B. Creation of uniform policies and procedures for commissioning, licensure, ordination, examination, and oversight.
- C. Serving as a board of final appeal in cases of regional discipline of pastors and elders and of congregations.
- D. Maintaining a national list of all Brethren elders and licensed and commissioned pastors in good standing.

Section 3: Composition

Article 1. Each Regional Leadership Team shall yearly appoint two of its members, one elder and one lay person, to serve on the National Board of Oversight.

Article 2. The executive director of The Brethren Church or their appointee shall serve as a member of the board with voice and vote.

Article 3. A Brethren theologian shall serve on the board with voice and vote. This appointment will be made by the executive director of The Brethren Church, with the approval of the Executive Board of The Brethren Church.

Article 4. The chair and vice-chair of the National Board of Oversight shall be nominated by the executive board and approved by the National Board of Oversight. The chair and vice-chair shall serve a three-year term of office with differing years of renewal and may serve two consecutive terms plus any unexpired term to which they may have been appointed. Thereafter, each person may become eligible for re-appointment to their position after one year has passed. A nominee for these positions need not be a member of the National Board of Oversight or of a Regional Leadership Team.

Article 5. The National Board of Oversight shall select a secretary who does not need to be a member of the National Board of Oversight.

Chapter Four: The National Structure

Section 1: The Function and Authority of the National Structure

Article 1. Function. The primary function of the national structure of The Brethren Church—the General Conference, the Executive Board, and The Brethren Church National Office—is to foster a spirit of unity and common purpose for the church that are grounded in uncompromising commitment to Christ and his Word. These national entities therefore view their role and their authority as serving and resourcing the shared ministries of the church as they are carried out at the local and regional levels.

Article 2. Purposes. The purposes of the General Conference shall be: the promotion of a sense of comradeship among the membership of The Brethren Church; to bring about increased efficiency and a more profound spirituality and a missionary and evangelistic spirit in all the churches; to consider and provide for missionary, educational and literary activities of the denomination as a whole; and to acquaint the church with the moral and spiritual welfare of society and to encourage activity looking toward the moral and social uplift of all people through the application of the gospel of Jesus Christ.

Article 3. Authority. The General Conference shall have the power: to provide for its own perpetual succession; to provide for the holding of property by purchase or gift, and sell, convey, or dispose of the same, whether real or personal; to provide for and promote in every way the denominational unity and efficiency in all efforts looking toward the realization of the supreme task of the church, namely: the evangelization of the world; to direct and control all cooperating organizations of its own creation; to delegate authority to the National Board of Oversight; to delegate authority to the regions, as exercised through Regional Leadership Teams and ministries; to nominate for any position elected by the General Conference; and to effect its own organization, determine the time and place of its meeting and adopt a constitution and by-laws for its own government. It shall have no power to interfere with the work of any local congregation.

Article 4. Purpose of “The Meeting of the General Conference.” The purpose of the meeting of the General Conference is to gather Brethren delegates together to foster relationships, address challenges, celebrate achievements, and facilitate unity in matters of Brethren mission, faith, and practice.

Section 2: Membership of the General Conference

Article 1. Delegates. The membership of the General Conference shall be constituted as follows:

- A. *Elder Delegates.* All regularly ordained elders of The Brethren Church who are in good standing shall be members of the General Conference *ex officio*, provided that they bring to the Conference properly certified credentials from their local churches.
- B. *Regular Delegates.* Each regularly organized congregation of The Brethren Church shall be entitled to representation by regular delegates, which includes licensed and commissioned pastors and laity, in the General Conference based on two delegates for the first fifty members or fraction thereof, and an additional delegate for every additional fifty members or fraction over twenty-five. Each recognized provisional church shall be entitled to representation by two delegates, regardless of the membership of the provisional church. All regular delegates, before being admitted to membership in the General Conference, shall present to the conference registrar properly certified credentials from the regularly organized congregation or provisional church which they represent.
- C. *Cooperative Delegates.* All members and officers of the Executive Board shall be delegates upon presentation of properly accredited credentials signed by the secretary and moderator of the General Conference.

Article 2. Requirements for Delegate Status. Regularly organized congregations of The Brethren Church entitled to elder and regular delegates by credential as provided in A and B above shall include only those congregations where the following practices are observed and certified by the officers signing the credentials: (1) Where new believers are received into the church only on profession of faith in Jesus Christ, the Son of God, repentance, baptism by trine immersion, and confirmation by the laying on of hands. (Local churches at their option may receive believers who reaffirm their faith in Jesus Christ as saving Lord, who have previously been baptized by believers' baptism and who evidence a personal faith and walk in Jesus Christ as Lord.) (2) Where the traditional love feast is a continued practice by observation of the three-fold communion service, which includes the washing of the saints' feet, the love feast meal and the Eucharist of bread and cup.

Article 3. Initial Voting Body. At the first business session of the Meeting of the General Conference, the General Conference registrar shall present as seated delegates all unchallenged elder and regular credentials, and when these are reported by name to the first session, they shall constitute the beginning voting body of the General Conference.

Article 4. Quorum. A quorum for the General Conference business sessions shall be one-third of the first session's delegate total.

Section 3: Executive Board

Article 1. Duties and Responsibilities. The Brethren Church and the General Conference shall be led by an Executive Board. That board, with the leadership of the executive director, shall cast a unified vision for The Brethren Church and its ministries. The board shall manage the business and legal affairs of the General Conference and implement its decisions. It shall always act under the direction and control of the General Conference and shall report to each meeting of the General Conference regarding its actions. It shall fulfill the following duties and responsibilities:

- A. Serves as the corporate board of The Brethren Church.
- B. Serves as the corporate board of the Missionary Board of The Brethren Church.
- C. Acts on behalf of the General Conference when the Conference is not in session.
- D. Proposes denominational priorities to the General Conference.
- E. Adopts major policy, including preparing budgets.
- F. Presents annually to the General Conference for its approval a projected budget and congregational support figures for its approval.
- G. Selects, employs, and evaluates the performance of the executive director and has authority to terminate the director's employment as its members deem appropriate.
- H. Forms commissions and task forces as it deems necessary from among its own members and from the church at large to address important and historically significant areas of responsibility.
- I. Elects a secretary from among its own members to be responsible for Executive Board minutes.
- J. Approves the minutes of the final business session of The meeting of the General Conference.
- K. Appoints a temporary chair if needed to serve in place of the moderator.
- L. Appoints a statistician under the oversight of the Executive Board.
- M. Appoints a conference registrar who shall certify that each individual with a delegate credential is in good standing according to Chapter Four, Section 2, Articles 1 and 2. The conference registrar shall present the list of certified delegates to the conference, and if there are no challenges from the floor, they shall be declared seated.
- N. Nominates trustees of the Retirement Fund, Inc., for approval by the General Conference.
- O. Conducts an annual meeting with the boards of directors of wholly owned subsidiaries and elects those boards of directors.
- P. Plans the meetings of the General Conference.

- Q. Identifies, recruits, and nominates candidates for moderator and members at-large of the Executive Board who are committed to the national vision and core values and have the time, gifts, and abilities necessary to fulfill the responsibilities of the office.
- R. Provides oversight, as the representative of the General Conference, for the Regional Leadership Teams.
- S. Provides for the indemnification of all past and present members of the Executive Board and all officers appointed by the Executive Board.
- T. Maintains current editions of all denominational documents not otherwise delegated to other entities by the General Conference or the Executive Board and oversees the maintenance of documents so delegated.
- U. As the corporate board of trustees of The Brethren Church, it shall hold in trust all charters, deeds, chattels, and other property of the church that may be conveyed to it following the closure of a local congregation or camp or the disposition of any other assets. Such assets shall either be 1) undesignated for use to further the purposes of The Brethren Church, Inc., or 2) designated for use by The Brethren Church, Inc., within the region of the donating entity. The Brethren Church, Inc., shall consult with the pertinent Regional Leadership Team on the use of any assets designated for use in their region.

Article 2. Qualifications. All voting members of the Executive Board shall be members in good standing of their local Brethren churches at the time of their election and throughout their terms of service.

Article 3. Membership and Election. The Executive Board shall consist of eight voting members and one advisory member as follows:

- A. The executive director.
- B. The moderator of the General Conference.
- C. At-large members of the Executive Board shall be nominated through a process established by the Executive Board. The Executive Board includes six (6) at-large members, two (2) of whom shall be elected by the General Conference each year for a three-year term from a slate of nominees prepared by the Executive Board and/or from nominations from the floor. Each at-large member may serve two consecutive terms plus any unexpired term to which he/she may have been elected. Thereafter, each person may become eligible for re-election to the Executive Board after one year has passed.
- D. The dean of Ashland Theological Seminary or the dean's appointed representative shall serve as a non-voting advisor on the board and represent both Ashland University and Ashland Theological Seminary.

- E. All voting members may vote on any matter before the board, except that the executive director may not vote on any matter pertaining to employment in that position.

Article 4. Officers and Duties.

- A. *Executive Director.* The executive director shall give visionary leadership to The Brethren Church and shall employ, supervise, guide and coordinate staff in cooperation with the Executive Board in fulfilling the priorities and ministries of The Brethren Church. The executive director shall be nominated by the Executive Board. Prior to employment, the proposed executive director shall be presented to the General Conference for a vote of affirmation. In the event of a vacancy, the Executive Board may appoint an interim executive director to serve until the General Conference shall have opportunity to give a vote of affirmation for a new executive director. The General Conference shall have opportunity to give a vote of affirmation every six years thereafter. The Executive Board shall set the salary and benefits of the executive director. The Executive Board, upon majority vote of such Executive Board, excluding the executive director, may terminate the employment of the executive director at will.
- B. *Moderator.* The moderator shall chair all meetings of the General Conference and of the Executive Board and shall serve as would any other member of the board regarding committees, task forces, etc. The moderator of the General Conference shall be nominated through a process established by the Executive Board. The moderator shall be elected for a three-year term by the General Conference, may serve no more than two consecutive terms, and shall become eligible for election again after one full term expires. In the event of a vacancy during the Conference year, the position shall remain vacant until election of a new moderator for a full three-year term by the next meeting of the General Conference.
- C. *Secretary.* The secretary shall be elected to a two-year term by the General Conference. The secretary shall be responsible for the official minutes of the General Conference.
- D. *Other Officers.* The Executive Board may appoint such other volunteer officers as it deems necessary from time to time. Duties and responsibilities of all officers shall be outlined in job descriptions and such special duties as may be assigned.

Section 4: The General Conference Committees

Article 1. The General Conference shall, before its final adjournment, create annually, unless otherwise provided for, the following committees:

- A. Polity

- B. Rules and Organization
- C. Nominating
- D. Such other committees as the General Conference may from time to time determine as necessary for the proper functioning of the General Conference.

Article 2. The purposes and responsibilities of these committees are as follows.

A. Polity Committee

Purpose: to make a continuing study of congregational, regional, and denominational structure and interrelationships.

Responsibilities:

1. Develop a thorough knowledge of A Manual of Procedure of The Brethren Church.
2. Develop a thorough knowledge of the interrelationships of the various levels of government of The Brethren Church.
3. Respond to specific assignments of the General Conference or the Executive Board regarding proposed changes in A Manual of Procedure.
4. Make recommendations regarding the polity of The Brethren Church at any level to the General Conference or the Executive Board.
5. Prepare a written report of activities for publication in the annual report booklet.

B. Rules and Organization Committee

Purpose: to see to the orderly operation of the General Conference business sessions.

Responsibilities:

1. Develop a thorough knowledge of standard rules of order and of A Manual of Procedure of The Brethren Church.
2. Advise the moderator regarding matters of procedure in conducting the business of the Meetings of The General conference.
3. Conduct and certify the results of all elections.
4. Report at any time such rules or by-laws as the conference may direct for its government including review of all amendments to A Manual of Procedure before final enactment.

C. Nominating Committee

Purpose: to provide nominations for the General Conference committees, with special emphasis on selecting nominees based on demonstrated gifts within the area of service.

Responsibilities:

1. Develop a thorough knowledge of established procedures for selecting committee nominees as outlined by A Manual of Procedure of The Brethren Church.
2. Select and enlist nominees for all the General Conference committees listed in Chapter Four, Section 4, Article 1 of A Manual of Procedure.
3. Select and enlist nominees for all special committees.
4. Assist the executive director in preparing a ballot for the General Conference by reporting a complete slate of nominations in accordance with established deadlines.
5. Be prepared to provide replacement nominees in the event individuals nominated must withdraw from nomination.

Article 3. Committee membership shall be constituted as follows:

- A. Polity: five members elected for five-year terms on a rotating basis.
- B. Rules and Organization: three members elected for three-year terms on a rotating basis.
- C. Nominating: two ministerial, two laymen, and two laywomen elected annually.

Section 5: Cooperating Organizations

Article 1. Ashland University and Ashland Theological Seminary. Though the General Conference has neither a direct organizational connection with, nor exercises any authority over Ashland University or Ashland Theological Seminary, the Conference does recognize the historic relationship between the university and seminary and The Brethren Church. Because the seminary serves as the training ground for Brethren Church pastors and other leaders, the General Conference maintains a formal liaison with the university and seminary by providing a advisory seat on the Executive Board.

Section 6: Special Provisions for the Meetings of the General Conference

Article 1. Time of Meetings. Sessions of the General Conference shall be held annually, unless it shall have been designated at its last meeting how soon the next meeting shall be held.

Article 2. Order of Business. The order of business at the opening of each annual session of the General Conference shall be as follows:

- A. Call to order and suitable religious exercises.
- B. Report of the Conference Membership Committee.
- C. Report of the Rules and Organization Committee.
- D. Agenda as prepared by the Executive Board (including an address by the executive director).

Article 3. Rules.

- A. No delegate shall represent more than one vote in The Meetings of the General Conference.
- B. All credential fees for a church or a provisional church, as established by the Conference, shall be paid before any delegate from that church is seated. Each church or provisional church is responsible for payment of fees for all credentials, elder and regular, to which it is entitled. If payment is not received in advance, credentials from those churches and provisional churches will be presented to the Conference for its pleasure in seating or not seating their delegates.
- C. All elections and questions shall be decided by a majority vote, except that on the request of any delegate the question shall be decided by a two-thirds vote, the request to be made before the vote is taken.
- D. Any member of The Brethren Church not a delegate shall have all the privileges of the Conference, except that he or she shall not be allowed to make a motion or to vote upon any question.
- E. No person shall be allowed to speak without first addressing the moderator and receiving recognition.
- F. No person shall speak upon the same question more than twice, except by consent of the General Conference. The first speech shall not exceed ten minutes or the second five minutes without the consent of the General Conference.
- G. Standard rules of order shall be followed in all points not specially provided for herein.

Section 7: Corporate Matters

*Article 1. **Membership.*** Members of the corporation of The Brethren Church, Inc., shall be the individuals seated as delegates and members of the most recent Meeting of the General Conference of The Brethren Church.

*Article 2. **Board of Trustees.*** The Executive Board shall serve as the corporate board of trustees of The Brethren Church and of the Missionary Board of The Brethren Church.

*Article 3. **Corporate Officers.*** The officers of the Executive Board shall serve as the corporate officers of The Brethren Church and of the Missionary Board of The Brethren Church.

*Article 4. **Statement of Indemnification.*** The Brethren Church shall, to the fullest extent legally permissible, indemnify each person who may serve or who has served at any time on the Executive Board or as an officer, director, or employee appointed by the Executive Board of The Brethren Church against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of Brethren Church; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding. The Brethren Church may advance the costs of defense of any proceeding against any member of the Executive Board, or an officer, director or employee appointed by the Executive Board. Any member of the Executive Board or an officer, director or employee appointed by the Executive Board shall be fully protected in relying in good faith upon the records of The Brethren Church and upon such information, opinions, reports, or statements by any of its agents, or any other person, as to matters the member of the Executive Board or officer, director or employee appointed by the Executive Board believes are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of The Brethren Church.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors, and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Agreement shall be in addition to and not exclusive of all other rights to which any person may be entitled.

This Agreement constitutes a contract between The Brethren Church and the member of the Executive Board or officer appointed by the Executive Board, indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Agreement which adversely affects the right of an indemnified officer, director, or employee under this

Agreement shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

A copy of this agreement is to be signed by all board members or officers when they are appointed or elected.

Section 8: Conflicts of Interest Policy

Article 1. Purpose. The purpose of this conflicts of interest policy is to protect The Brethren Church, Inc.'s (the "Corporation"), interests when the Corporation contemplates entering a transaction or arrangement that might benefit the private interests of an officer or Director of the Corporation or as a member of the Executive Board.

Article 2. Definitions.

A. Interested Person. Any Director, member of the Executive Board, principal officer, or member of a committee with board delegated powers who has a direct or indirect financial interest, as defined below, is an interested person.

B. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family—

1. An ownership or investment interest in any entity with which the Corporation has entered a transaction or business arrangement, or
2. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has entered a transaction or business arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or business arrangement.

C. Compensation. Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

D. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate board or committee decides that a conflict of interest exists.

Article 3. Procedures.

A. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of his or her financial interest and must be given the opportunity to disclose all material facts to the Directors and members of committees with board delegated powers considering the proposed transaction or arrangement.

B. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The interested person shall abstain from any vote upon whether the matter disclosed to the board or committee is a conflict. The remaining board

or committee members shall decide if a conflict of interest exists. Alternatively, an interested person may independently determine that a conflict of interest exists without the need for the remaining board or committee members to consider the matter.

C. Procedures for Addressing the Conflict of Interest.

1. An interested person may make a presentation at the board or committee meeting, but after such presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest.
2. The chairperson of the board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the board or committee shall determine whether the Corporation may obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
4. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest and for its own benefit and whether the transaction is fair and reasonable to the Corporation and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.
5. The interested individual shall not participate in any vote or be present for any vote relating to a transaction or arrangement which is determined to be a conflict of interest, and the interested individual shall be deemed to have abstained from any such vote.

D. Violations of the Conflicts of Interest Policy.

1. If the board or committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
2. If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the board or committee

determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article 4. Records of Proceedings. The minutes of the board and all committees with board-delegated powers shall contain—

A. Names of Persons with Conflicts. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board's or committee's decision as to whether a conflict of interest in fact existed.

B. Names of Persons Present. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

Article 5. Annual Statements. Each Director, principal officer, and member of a committee with board delegated powers shall annually sign a statement which affirms that such person —

- A. Has received a copy of the conflicts of interest policy,
- B. Has read and understands the policy,
- C. Has agreed to comply with the policy, and
- D. Understands that the Corporation is a charitable organization and that to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article 6. Periodic Reviews. To ensure that the Corporation operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted.

Article 7. Use of Outside Experts. In conducting the periodic reviews provided for in Article 6, the Corporation may, but need not, use outside advisors. If outside experts are used their use shall not relieve the board of its responsibility for ensuring that periodic reviews are conducted.

Section 9: Amendment

Article 1. This manual of procedure may be amended at any regular session of the General Conference by a two-thirds vote; and such rules and by-laws may be reported and adopted as the General Conference may direct; provided, however, that all proposed amendments and rules and by-laws shall be referred to the standing committee on rules and organization and at a later session be reported back to the General Conference for final adoption or rejection.