

# **The Evangelical Covenant Church Constitution and Bylaws**

*(Completely revised in 2001, amended 2010)*

## **PREAMBLE**

The Evangelical Covenant Church is a communion of congregations gathered by God, united in Christ, and empowered by the Holy Spirit to obey the great commandment and the great commission. It affirms its companionship in faith with other church bodies and all those who fear God and keep God's commandments.

The Evangelical Covenant Church adheres to the affirmations of the Protestant Reformation regarding the Bible. It confesses that the Holy Scripture, the Old and the New Testament, is the Word of God and the only perfect rule for faith, doctrine, and conduct. It affirms the historic confessions of the Christian Church, particularly the Apostles' Creed and the Nicene Creed, while emphasizing the sovereignty of the Word of God over all creedal interpretations.

In continuity with the renewal movements of historic Pietism, the Evangelical Covenant Church especially cherishes the dual emphasis on new birth and new life in Christ, believing that personal faith in Jesus Christ as Savior and Lord is the foundation for our mission of evangelism and Christian nurture. Our common experience of God's grace and love in Jesus Christ continues to sustain the Evangelical Covenant Church as an interdependent body of believers that recognizes but transcends our theological differences.

The Evangelical Covenant Church celebrates two divinely ordained sacraments, baptism and the Lord's Supper. Recognizing the reality of freedom in Christ, and in conscious dependence on the work of the Holy Spirit, we practice both the baptism of infants and believer baptism. The Evangelical Covenant Church embraces this freedom in Christ as a gift that preserves personal conviction, yet guards against an individualism that disregards the centrality of the Word of God and the mutual responsibilities and disciplines of the spiritual community.

The Evangelical Covenant Church has its roots in historical Christianity, the Protestant Reformation, the biblical instruction of the Lutheran Church of Sweden, and the great spiritual awakenings of the eighteenth and nineteenth centuries. These influences, together with more recent North American renewal movements, continue to shape its development and distinctive spirit. The Evangelical Covenant Church is committed to reaching across boundaries of race, ethnicity, culture, gender, age, and status in the cultivation of communities of life and service.

The Evangelical Covenant Church, in order to accomplish its mission and purposes, has formulated and adopted this Constitution and Bylaws. The Constitution recognizes that the highest constituted authority of the Evangelical Covenant Church is the convention of delegates known as the Annual Meeting, which alone can adopt and amend the Constitution and Bylaws. The Evangelical Covenant Church shall be governed by this Constitution and Bylaws, its Articles of Incorporation, and all applicable laws.

# CONSTITUTION

## ARTICLE I

### **Name**

**Section 1.1.** The name of this body shall be The Evangelical Covenant Church (the “Covenant” or the “ECC”).

## ARTICLE II

### **Confession**

**Section 2.1.** The Evangelical Covenant Church confesses that the Holy Scripture, the Old and the New Testament, is the Word of God and the only perfect rule for faith, doctrine, and conduct.

## ARTICLE III

### **Purpose**

**Section 3.1.** In response to the call of God and in unity with the whole Church—one, holy, catholic, and apostolic—the purpose of the Evangelical Covenant Church is to make known the good news of saving faith in Jesus Christ, to encourage a Christlike life among its congregations and their members, and to carry out Christ’s redeeming work of love, mercy, and justice in the world.

## ARTICLE IV

### **Membership**

**Section 4.1.** The Evangelical Covenant Church is composed of Christian congregations united in faith and service and organized into regional conferences.

**Section 4.2.** Membership in the Evangelical Covenant Church is open to evangelical Christian congregations that are in accord with the Preamble and Confession of this Constitution and that meet the requirements stated in this Constitution and Bylaws. A congregation seeking membership shall follow the procedures stated in the Bylaws.

**Section 4.3.** Member congregations pledge mutually to support the principles, policies, programs, and institutions of the ECC. This includes regular financial support of the denomination, its regional conferences, and affiliated institutions. The constitutions and bylaws of ECC congregations shall be in essential agreement with the Constitution and Bylaws of the ECC. Member congregations have freedom in the management of local matters.

**Section 4.4.** Member congregations that through decision or practice are out of harmony with the principles, policies, programs, or institutions of the ECC may be dismissed from the ECC according to the procedures stated in the Bylaws.

**Section 4.5.** A congregation seeking to sever its affiliation with the ECC shall follow the procedures stated in the Bylaws.

ARTICLE V  
**Corporate Existence of the Evangelical Covenant Church**

**Section 5.1.** The ECC shall be an Illinois not-for-profit corporation.

**Section 5.2.** The delegates to the Annual Meeting are the corporate members of the ECC.

ARTICLE VI  
**Officers**

**Section 6.1.** The ECC shall have a president, one or more vice presidents, a corporate secretary, and a corporate treasurer. The Bylaws may provide for assistant officers.

**Section 6.2.** Each officer of the ECC shall be responsible to the Annual Meeting and the Executive Board for that officer's decisions and actions. Officers other than the president shall also be responsible to the president for decisions made and actions taken in carrying out the duties of their respective offices.

**Section 6.3.** The president shall be an ordained ECC minister in good standing. The president shall be elected by the Annual Meeting as provided in the Bylaws. The president shall have the duties and responsibilities provided in the Bylaws.

**Section 6.4.** The vice president(s) shall be selected as provided in the Bylaws. Each vice president shall have the duties and responsibilities provided in the Bylaws, and the duties and responsibilities assigned by the president that are consistent with this Constitution and Bylaws.

**Section 6.5.** The corporate secretary shall be selected as provided in the Bylaws. The corporate secretary shall have the duties and responsibilities provided in the Bylaws, and the duties and responsibilities assigned by the president that are consistent with this Constitution and Bylaws.

**Section 6.6.** The corporate treasurer shall be selected as provided in the Bylaws. The corporate treasurer shall have the duties and responsibilities provided in the Bylaws, and the duties and responsibilities assigned by the president that are consistent with this Constitution and Bylaws.

ARTICLE VII  
**Annual Meeting**

**Section 7.1.** A convention of delegates, known as the Annual Meeting, shall be the highest constituted authority in the ECC.

**Section 7.2.** There shall be one regular session of the Annual Meeting each year. At least thirty days before the date of each Annual Meeting, the corporate secretary of the ECC shall send a notice to each member congregation, stating the time, place, and purpose of the meeting.

**Section 7.3.** As the highest deliberative and decision-making body of the ECC, the Annual Meeting shall approve the admission and dismissal of congregations, elect or call persons to leadership positions as provided in the Bylaws, approve the budget

of the ECC, receive and approve reports, credential recommended persons for the ministry of the ECC, approve amendments to this Constitution and Bylaws, approve amendments to the Articles of Incorporation of the ECC, and make other decisions necessary to the mutual work of the ECC, the regional conferences, and affiliated institutions, as provided in the Bylaws.

**Section 7.4.** Each ECC congregation, each regional conference, and each ECC world mission region is entitled to send one or more delegates to the Annual Meeting, as provided in the Bylaws. The Bylaws may provide for additional delegates and advisors. Each delegate shall serve for a term that expires at the convening of the next Annual Meeting as provided in the Bylaws. Each delegate shall be a corporate member of the ECC for the duration of that delegate's term.

**Section 7.5.** Special sessions of the Annual Meeting may be called by the Executive Board, by the president of the ECC with the concurrence of the Executive Board, or by a majority of the current delegates. At least thirty days before the date of each special meeting, the corporate secretary of the ECC shall send a notice to each current delegate, stating the time, place, and purpose of the meeting.

**Section 7.6.** A majority of delegates registered and certified in accordance with the Bylaws shall constitute a quorum for any regular or special session of an Annual Meeting.

## ARTICLE VIII Executive Board

### **Section 8.1. Duties and Responsibilities of the Executive Board.**

a. The Executive Board shall be the agent of the Annual Meeting in making decisions for, and otherwise acting on behalf of, the ECC when the Annual Meeting is not in session. This agency does not include powers reserved exclusively to the Annual Meeting by the Constitution and Bylaws or by decision of the Annual Meeting. The Executive Board shall be responsible to the Annual Meeting for its decisions and actions.

b. The Executive Board shall be responsible for ensuring that all matters required to be brought to the Annual Meeting under this Constitution and Bylaws are in fact brought to the Annual Meeting.

c. The Executive Board shall have the authority and responsibility for ensuring that the policies, procedures, and actions of the ECC comply with this Constitution and Bylaws.

d. The Executive Board shall have the authority and responsibility for ensuring that the officers of the ECC and the members of the Council of Administrators comply with this Constitution and Bylaws.

### **Section 8.2. Composition and Selection of the Executive Board.**

#### **a. *Elected Members.***

- i. The Annual Meeting shall elect members of the Executive Board as provided in the Bylaws.
- ii. The elected members of the Executive Board shall include at least one representative from each regional conference. Each elected member of the Executive Board shall be a member of an ECC congregation.

iii. Employees of the ECC, any ECC institution, any regional conference, any conference institution, or any regional mission organization shall not be eligible for election to the Executive Board.

b. ***Ex-officio Members.*** The president of the ECC and a conference superintendent chosen by the Council of Superintendents shall be ex-officio members of the Executive Board. The Bylaws shall provide for liaisons to the Executive Board from other boards who shall be ex-officio members of the Executive Board. The Bylaws may provide for additional ex-officio members.

c. ***Officers of the Executive Board.***

i. The officers of the Executive Board shall be a chair, a vice chair, a secretary, and an assistant secretary. The Bylaws may provide for additional officers and assistant officers.

ii. Only elected members of the Executive Board may be officers of the Executive Board. No officer of the ECC may be an officer of the Executive Board.

d. ***Advisors to the Executive Board.*** The Bylaws shall provide for advisors to the Executive Board.

**Section 8.3. Committees.** The Executive Board shall have committees as provided in the Bylaws.

## ARTICLE IX

### Regional Conferences and Superintendents

**Section 9.1. Regional Conferences.** A regional conference is a separately incorporated association of ECC congregations in a particular geographic region that is recognized by the ECC as provided in the Bylaws. Regional conferences further the common mission of the ECC and its member congregations.

**Section 9.2. Administration.**

a. A regional conference shall be administered by an executive board elected by the representatives of member congregations meeting in a convention of delegates commonly known as a conference annual meeting.

b. The conference superintendent shall be the pastor and administrator of the regional conference.

c. The conference superintendent shall be an ex-officio member of the conference executive board.

**Section 9.3. Selection of Conference Superintendents.** Candidates for conference superintendent shall be ordained ministers of the ECC in good standing. The conference superintendent shall be elected by the conference annual meeting. The conference executive board shall recommend and the Executive Board of the ECC shall approve one candidate to be nominated by the conference executive board as conference superintendent. The conference superintendent shall be installed in office at an Annual Meeting of the ECC.

**Section 9.4. Conference Constitutions and Bylaws.** The constitutions and bylaws of regional conferences shall be in essential agreement with the Constitution and Bylaws of the ECC.

**Section 9.5. Regional Mission Organizations.** The ECC may establish a regional mission organization in a geographic area that is not included in a regional conference, not adequately served by an existing regional conference, or not able to support a regional conference.

ARTICLE X  
**Denominational Ministries**

**Section 10.1.** The ECC shall have denominational ministries to be responsible for specific missions and purposes of the ECC, in cooperation with each other, the corporations established by the ECC, the regional conferences, and the congregations. Denominational ministries shall be identified in the Bylaws.

ARTICLE XI  
**Council of Administrators and Council of Superintendents**

**Section 11.1. Council of Administrators.**

a. The Council of Administrators shall meet periodically to coordinate the mission, policies, and projects of the denominational ministries and the corporations, and to respond to directions and requests from the Annual Meeting, the Executive Board of the ECC, or both.

b. The members of the Council of Administrators shall be identified in the Bylaws. The president of the ECC shall be the chair of the Council of Administrators. The members of the Council of Administrators shall be responsible to the president of the ECC for decisions made and actions taken in carrying out the duties of their respective positions.

**Section 11.2. Council of Superintendents.**

a. The Council of Superintendents shall meet periodically to coordinate the mission, policies, and projects of the regional conferences and the ECC, and to respond to directions and requests from the Annual Meeting, the Executive Board of the ECC, or both.

b. The members of the Council of Superintendents shall be identified in the Bylaws. The Council of Superintendents shall elect from its membership a chair and a secretary to serve two-year terms.

**Section 11.3. Meetings.**

a. The Council of Superintendents shall meet at least once a year with the Council of Administrators.

b. The Council of Superintendents shall meet at least once a year with the Executive Board with the Executive Board of the ECC in each calendar year unless by mutual agreement no meeting is deemed necessary.

ARTICLE XII  
**Corporations**

**Section 12.1.** The ECC may establish corporations to be responsible for specific missions and purposes of the ECC, in cooperation with each other, the denominational ministries of the ECC, the regional conferences, and the congregations. Each corporation established by the ECC shall be identified in the Bylaws. Each corpora-

tion established by the ECC shall have officers and boards of directors as required by law and provided in the Bylaws. The president of the ECC shall be an ex-officio member of the board of directors of each corporation established by the ECC.

ARTICLE XIII  
**The Ordered Ministry**

**Section 13.1.** The ECC shall grant or revoke credentials to ordained and licensed ministers, commissioned staff ministers, and consecrated missionaries. The ECC shall establish Rules for the Ordered Ministry and administer them as provided in the Bylaws. The ECC shall establish programs to encourage ministers and missionaries in discipleship and in their calling.

**Section 13.2.** Persons who are ordained, licensed, commissioned, or consecrated according to the Rules for the Ordered Ministry of the ECC, and who are in good standing, shall constitute the members of the Covenant Ministerium in accordance with the constitution and bylaws of the Covenant Ministerium.

**Section 13.3.** All members of the Covenant Ministerium shall abide by the principles, policies, and decisions of the ECC, and shall support its mission, programs, and institutions.

ARTICLE XIV  
**Commissions**

**Section 14.1.** The ECC may establish commissions as provided in the Bylaws.

ARTICLE XV  
**Associations**

**Section 15.1.** The ECC may establish associations as provided in the Bylaws.

ARTICLE XVI  
**Amendments**

**Section 16.1.** Proposed amendments to this Constitution shall be introduced in writing at an Annual Meeting, but cannot be acted upon until the next Annual Meeting.

**Section 16.2.** At least ninety days before the Annual Meeting when final action is to be taken on a proposed amendment to the Constitution, the corporate secretary of the ECC shall send a copy of each proposed amendment to each ECC congregation and shall cause the text of each proposed amendment to be published in the official print publication of the ECC and in the electronic media that the ECC regularly uses for communication with ECC congregations and members of ECC congregations.

**Section 16.3.** A proposed amendment shall be adopted upon the affirmative vote of two-thirds of the delegates present and voting at the Annual Meeting.

ARTICLE I

**Name**

*This article currently contains no Bylaw provisions.*

ARTICLE II

**Confession**

**Section 2.1 Covenant Resource Papers.**

a. The ECC may adopt Covenant Resource Papers to provide context and clarity on critical issues of concern in matters of faith, doctrine, and conduct for the ECC, ECC congregations, and corporations established by the ECC.

b. The purpose of a Covenant Resource Paper is to inform ongoing discipleship and practice in the lives of members of ECC congregations in matters of faith, doctrine, and conduct. Since the ECC confesses that Scripture is the only perfect rule for faith, doctrine, and conduct, a Covenant Resource Paper is not binding and is not to be used as a basis for the discipline of ordained and licensed ministers of the ECC, commissioned staff ministers of the ECC, or consecrated missionaries of the ECC; the dismissal of an ECC congregation from membership in the ECC; or the discipline of members of ECC congregations.

c. The ECC may adopt a Covenant Resource Paper only upon a two-thirds vote of the delegates present and voting at an Annual Meeting of the ECC. Amendments to a proposed Covenant Resource Paper shall not be in order; however, a proposed Covenant Resource Paper may be referred back to the Executive Board of the ECC for the purpose of addressing specific questions concerning its substance or wording.

d. All proposed Covenant Resource Papers must initially be commissioned by a two-thirds vote of either (i) the delegates present and voting at an Annual Meeting of the ECC or (ii) the Executive Board of the ECC. Once commissioned, a proposed Covenant Resource Paper must be adopted or rejected by an Annual Meeting before another proposed Covenant Resource Paper on any topic may be commissioned. The commissioning of a Covenant Resource Paper may be requested by a member congregation, regional conference, board, commission, corporation, institution, or department of the ECC.

e. All proposed Covenant Resource Papers shall be drafted according to a procedure approved by the Executive Board of the ECC.

f. A proposed Covenant Resource Paper may be brought to the Annual Meeting of the ECC only upon the joint recommendation of the Executive Board of the ECC, the Board of the Ordered Ministry, the Council of Superintendents, and the Council of Administrators.

g. After adoption by an Annual Meeting, a Covenant Resource Paper shall remain in effect until its replacement or removal by a subsequent Annual Meeting. A Covenant Resource Paper shall have the nature of a resolution under the current edition of *Robert's Rules of Order Newly Revised*.



## ARTICLE III

### Purpose

*This article currently contains no Bylaw provisions.*

## ARTICLE IV

### Membership

**Section 4.1.** *This section currently contains no Bylaw provisions.*

**Section 4.2. Admission to Membership.** A congregation seeking membership in the Evangelical Covenant Church shall apply for membership in the ECC and the appropriate regional conference concurrently. The Executive Board of the ECC may make special provisions for applications from congregations not located within a regional conference. The application shall be made at least one month prior to the annual meeting of the regional conference on a form provided by the ECC. In order for the applying congregation to become a member of the ECC and the regional conference, the membership application must be approved by the conference executive board, the conference annual meeting, the Executive Board of the ECC, and the Annual Meeting of the ECC, in that order. A congregation must first become a member of the ECC by action of the ECC Annual Meeting before it can become a member of a regional conference. The ECC shall maintain a roster of member congregations.

**Section 4.3.** *This section currently contains no Bylaw provisions.*

### Section 4.4. Involuntary Dismissal from Membership.

a. Charges that a congregation is out of harmony with the ECC shall be presented to its conference executive board, which shall immediately inform the Executive Board of the ECC and the president of the ECC of the charges.

- i. If the conference executive board finds the charges to be credible, the conference executive board shall seek to guide the congregation into harmony with the ECC. The conference executive board shall then make a report and recommendation to the Executive Board of the ECC and the president of the ECC.
- ii. The Executive Board of the ECC shall independently consider the credibility of the charges based on all the information and recommendations available to it. The Executive Board of the ECC may then, at its initiative and in communication with the regional conference, seek to guide the congregation into harmony with the ECC. If the Executive Board of the ECC determines that the congregation is and remains out of harmony with the ECC, the Executive Board of the ECC shall make a report and recommendation to the Annual Meeting of the ECC.
- iii. The Annual Meeting shall vote on the recommendation of the Executive Board.
- iv. If a congregation is dismissed from membership in the ECC by action of the Annual Meeting of the ECC, its membership in the regional conference shall also be terminated.

b. In all cases, congregations shall have opportunity to defend themselves before the conference executive board, the Executive Board of the ECC, and the Annual Meeting of the ECC.

c. The Executive Board of the ECC shall make special provision for charges made against a member congregation that is not located within a regional conference.

**Section 4.5. Voluntary Dismissal from Membership.**

a. A congregation seeking to terminate its membership in the ECC shall signify its intention, in writing, to the conference executive board at least one month prior to the conference annual meeting. Action on such a request shall take place in the following sequence:

- i. the conference superintendent shall notify the president of the ECC and the Executive Board of the ECC of the intention of the congregation to terminate its membership;
- ii. the conference executive board shall make a report and recommendation to the annual meeting of the regional conference regarding the request of the congregation to terminate its membership;
- iii. the conference annual meeting shall make a report and recommendation to the Executive Board of the ECC regarding the request of the congregation to terminate its membership;
- iv. the Executive Board shall make a report and recommendation to the Annual Meeting of the ECC regarding the request of the congregation to terminate its membership; and
- v. the Annual Meeting of the ECC shall vote on the recommendation of the Executive Board of the ECC. If the Annual Meeting of the ECC decides to terminate the membership of the congregation, the congregation's membership in the ECC and in the regional conference shall be terminated.

b. The Executive Board of the ECC shall make special provision for a request for termination of membership in the ECC from a member congregation that is not located within a regional conference.

**Section 4.6. Disbanded Congregations.** Recommendations regarding the removal from membership of congregations that have disbanded shall come to the Annual Meeting of the ECC from the Executive Board of the ECC upon prior recommendation of the conference executive board and the conference annual meeting. The Executive Board of the ECC shall make special provision for a disbanded congregation not located within a regional conference.

**Section 4.7. Use of the ECC Name and Logo.** When a congregation is no longer a member of the ECC, it shall cease all use of and reference to the name "The Evangelical Covenant Church," shall cease all use of the logo of the ECC, and shall not represent itself as being a member of the ECC or a regional conference of the ECC.

ARTICLE V

**Corporate Existence of the Evangelical Covenant Church**

*This article currently contains no Bylaw provisions.*

ARTICLE VI

**Officers**

**Section 6.1. Officers.** The ECC has the following officers: a president, an executive

vice president, a vice president for finance, a corporate secretary, a corporate treasurer, an assistant corporate secretary, and an assistant corporate treasurer.

**Section 6.2.** *This section currently contains no Bylaw provisions.*

**Section 6.3. The President.**

a. ***Duties and Responsibilities.*** The president shall provide pastoral leadership to the ECC. The president shall also be the chief executive officer of the ECC and, subject to the authority of the Annual Meeting and the Executive Board, shall have general direction of the ministry and business matters of the ECC, general direction of the officers of the ECC and members of the Council of Administrators, the general powers and duties of management usually vested in the office of president of an Illinois not-for-profit corporation, and all other powers and duties as may be prescribed by the Annual Meeting, the Executive Board, or these Bylaws. Within this authority and in the course of the duties of president, the president shall

- i. preside at all meetings of the Council of Administrators;
- ii. be an ex-officio member of all boards, councils, commissions, committees, and associations of the ECC, except the Presidential Nominating Committee and any committee of the Executive Board that is reviewing the performance or compensation of the president of the ECC;
- iii. be an ex-officio member of the boards and committees of all corporations established by the ECC and their affiliates; and
- iv. execute or authorize the execution of legal, financial, and commercial documents in the name of the ECC when authorized by the Annual Meeting or the Executive Board, or when required by law or the regular and ordinary course of business.

b. ***Term of Office.*** A president shall be elected or re-elected for a term of four years. Each term shall begin on September 1 following the Annual Meeting at which the president was elected or re-elected.

c. ***Temporary Absence or Temporary Disability of the President.*** In the temporary absence or temporary disability of the president, the Executive Board shall appoint an acting president for the duration of the president's temporary absence or temporary disability. The acting president shall perform all the duties of the president and when so acting shall have all the powers of and be subject to all the restrictions on the president.

**Section 6.4. The Vice Presidents.**

a. ***Specific Duties and Responsibilities.***

- i. ***Executive Vice President.*** The executive vice president shall be the chief operating officer of the ECC and shall be responsible for the employment policies of the ECC. The executive vice president shall also perform the duties of the president of the ECC that the president has delegated to the executive vice president and that the president has the right to delegate under this Constitution and Bylaws and applicable laws. The president may not delegate the right to vote or the right to attend any meeting.
- ii. ***Vice President for Finance.*** The vice president for finance shall be the chief financial officer of the ECC. The vice president for finance shall be responsible for
  - (1) developing and managing processes relating to all financial transactions

- of the ECC, including receipting, investing, and distributing funds according to approved budgets or with proper authorization;
- (2) preparing, in conjunction with the Council of Administrators, an annual ECC coordinated budget for recommendation to the Executive Board of the ECC;
  - (3) having the financial statements of the ECC prepared in accordance with generally accepted accounting principles and audited annually by an independent firm of certified public accountants selected by the Executive Board of the ECC;
  - (4) preparing a strategic financial plan for the ECC; and
  - (5) maintaining appropriate insurance coverage and risk management practices for the ECC.

b. **General Duties.** Each vice president shall also perform any other duties assigned by the Executive Board that are consistent with this Constitution and Bylaws. A vice president designated by the president of the ECC may be invited by any board, council, commission, committee, or association of the ECC or any board or committee of a corporation established by the ECC to attend any meeting of that board, council, commission, committee, or association as a representative of the president of the ECC, with the status of an advisor to that meeting.

**Section 6.5. The Corporate Secretary.** The executive vice president shall also hold the office of corporate secretary. The corporate secretary shall perform all of the duties of a corporate secretary required by law, the duties of the corporate secretary specified in this Constitution and Bylaws, the duties customarily performed by a corporate secretary, and any other duties assigned by the Executive Board that are consistent with this Constitution and Bylaws.

**Section 6.6. The Corporate Treasurer.** The vice president for finance shall also hold the office of corporate treasurer. The corporate treasurer shall perform all of the duties of a corporate treasurer required by law, the duties of the corporate treasurer specified in this Constitution and Bylaws, the duties customarily performed by a corporate treasurer, and any other duties assigned by the Executive Board that are consistent with this Constitution and Bylaws.

**Section 6.7. Assistant Corporate Secretary.** The assistant corporate secretary shall perform all of the duties of an assistant corporate secretary required by law, the duties of the assistant corporate secretary specified in this Constitution and Bylaws, the duties customarily performed by an assistant corporate secretary, and any other duties assigned by the Executive Board or the corporate secretary that are consistent with this Constitution and Bylaws.

**Section 6.8. Assistant Corporate Treasurer.** The assistant corporate treasurer shall perform all of the duties of an assistant corporate treasurer required by law, the duties of the assistant corporate treasurer specified in this Constitution and Bylaws, the duties customarily performed by an assistant corporate treasurer, and any other duties assigned by the Executive Board or the corporate treasurer that are consistent with this Constitution and Bylaws.

**Section 6.9. Selection of Officers Other Than the President.** No later than December 1 in the first year of a president's initial term, the president of the ECC shall recommend one or more candidates to the Executive Board for each of the

following positions: executive vice president, vice president for finance, corporate secretary, corporate treasurer, assistant corporate secretary, and assistant corporate treasurer. The Executive Board shall, by vote of two-thirds of its elected members, appoint a candidate recommended by the president of the ECC for each of these positions no later than June 1 of the following year. The Executive Board may decline to appoint a candidate recommended by the president.

**Section 6.10. Terms of Office of Officers Other Than the President.** The term of each vice president, the corporate secretary, the corporate treasurer, the assistant corporate secretary, and the assistant corporate treasurer is indefinite in length but shall terminate not later than the day before the effective date of the Executive Board's appointment of a successor to that position.

**Section 6.11. Temporary Absence or Temporary Disability of an Officer Other Than the President.** In the temporary absence or temporary disability of a vice president, the corporate secretary, the corporate treasurer, the assistant corporate secretary, or the assistant corporate treasurer, the Executive Board may, upon the recommendation of the president of the ECC, appoint a person to perform the duties of that position on an interim basis for the duration of the officer's temporary absence or temporary disability. The interim officer shall perform all the duties of the position and when so acting shall have all the powers of and be subject to all the restrictions on the officer holding that position.

**Section 6.12. Vacancies in the Positions of Officers Other Than the President.**

a. The Executive Board shall declare the position of any vice president, the corporate secretary, the corporate treasurer, the assistant corporate secretary, or the assistant corporate treasurer vacant upon the removal, resignation, permanent incapacity, or death of the person holding that office.

- i. *Removal.* By vote of two-thirds of its elected members, the Executive Board may remove any vice president, the corporate secretary, the corporate treasurer, the assistant corporate secretary, or the assistant corporate treasurer.
- ii. *Resignation.* Any vice president, the corporate secretary, the corporate treasurer, the assistant corporate secretary, or the assistant corporate treasurer may resign upon written notice to the Executive Board.
- iii. *Permanent Incapacity.* The Executive Board shall develop a policy for determining permanent incapacity.

b. When a vacancy occurs in the position of any vice president, the corporate secretary, the corporate treasurer, the assistant corporate secretary, or the assistant corporate treasurer, the Executive Board shall, upon the recommendation of the president of the ECC, appoint a person to perform the duties of that position on an interim basis. The interim officer shall perform all the duties of the position and when so acting shall have all the powers of and be subject to all the restrictions on an officer holding that position. Within three months of the creation of the vacancy, the president shall recommend one or more candidates to the Executive Board to fill the vacant position. The Executive Board shall appoint a candidate recommended by the president to fill the vacant position within six months of the creation of the vacancy, unless the Executive Board, by a majority vote, extends the time for filling the vacancy. The president of the ECC shall act in good faith to recommend a qualified candidate. The Executive Board may decline to appoint a candidate recommended by the president.

ARTICLE VII  
**The Annual Meeting**

**Section 7.1.** *This section currently contains no Bylaw provisions.*

**Section 7.2.** The Executive Board shall designate the time and place of each Annual Meeting.

**Section 7.3.** *This section currently contains no Bylaw provisions.*

**Section 7.4. Delegates.**

a. Member congregations shall be entitled to representation as follows: congregations up to 99 members, two delegates; congregations with 100 to 224 members, three delegates; congregations with 225 to 449 members, four delegates; congregations with 450 to 699 members, five delegates; congregations with 700 to 999 members, six delegates; and congregations with 1,000 or more members, seven delegates. The number of delegates to which each congregation is entitled shall be based on the number of members set forth in the annual statistical report that the congregation submitted to the ECC for the calendar year immediately preceding the Annual Meeting.

b. Each regional conference of the ECC shall be entitled to two delegates in addition to the conference superintendent.

c. Each regional mission organization shall be entitled to one delegate.

d. The ECC Department of World Mission shall be entitled to up to 26 delegates to the Annual Meeting. The delegates will be determined by the executive minister of world mission in consultation with the regional and country coordinators.

e. The president of the ECC, the executive vice president, the vice president for finance, the members of the Executive Board, the members of the Council of Superintendents, and the members of the Council of Administrators shall be ex-officio delegates.

f. The officers of the Annual Meeting shall be ex-officio delegates.

g. The chair of the Board of Nominations shall be an ex-officio delegate.

h. The Covenant Ministerium shall be entitled to two delegates.

i. The Association of Covenant Camps and Conference Centers shall be entitled to two delegates.

j. Each delegate to an Annual Meeting shall be a member of an ECC congregation. No delegate may represent more than one entity. Delegates to the Annual Meeting from local congregations shall be members of the congregation they represent, with the following exceptions:

i. a member in good standing of the Covenant Ministerium who is serving two or more member congregations of the ECC may be a delegate from any one of the congregations being served;

ii. a member in good standing of the Covenant Ministerium who is serving as an interim pastor in a member congregation may serve as a delegate from that congregation; and

iii. a member in good standing of the Covenant Ministerium who becomes a pastor of a member congregation near the time of the Annual Meeting may serve as a delegate from that congregation.

k. The names of all delegates and alternate delegates shall be registered with the corporate secretary of the ECC prior to the Annual Meeting.

l. With the consent of the Executive Board, a congregation that cooperates with

and supports the ECC but is not a member of the ECC for a reason approved by the Executive Board may send one advisor to the Annual Meeting.

m. Any standing or special commission required by the Annual Meeting or the Executive Board to present an oral report or recommendation to the Annual Meeting shall be entitled to one delegate.

n. Honorary delegates may be recognized by the Annual Meeting. Honorary delegates shall be advisors to the Annual Meeting.

**Section 7.5.** *This section currently contains no Bylaw provisions.*

**Section 7.6. Registration and Certification.** The Annual Meeting shall consist of the registered delegates whose credentials have been certified by the committee on credentials appointed by the moderator. Upon certification each delegate shall receive an official badge, which must be presented for seating at the business sessions. The committee on credentials shall present its list of certified delegates to the Annual Meeting. When approved by the Annual Meeting, this list shall constitute the official roster of the Annual Meeting.

**Section 7.7. Officers of the Annual Meeting.**

a. The Annual Meeting shall elect the following officers for a two-year term from a slate prepared by the Board of Nominations: a moderator and a vice moderator in even-numbered years, and a secretary in the odd-numbered years. One candidate shall be nominated for each position. These officers are not eligible to succeed themselves. In the event of resignation, incapacity, or death of any elected officer of the Annual Meeting, the Executive Board is authorized to appoint a person to fill the unexpired term.

b. The moderator shall preside over the Annual Meeting, appoint a parliamentarian, appoint temporary committees, and perform other general duties of a chair.

c. The vice moderator shall assist the moderator and assume the duties of the moderator when the moderator is absent or unable to serve.

d. The secretary shall record the proceedings of the Annual Meeting, prepare minutes, and deliver the minutes to the corporate secretary of the ECC to be preserved as part of the records of the ECC.

**Section 7.8. The Agenda and Standing Rules.**

a. **Agenda.**

i. The agenda shall be prepared by an agenda committee consisting of the moderator, the vice moderator, the corporate secretary of the ECC, and the president of the ECC in consultation with the Council of Administrators. The agenda shall be approved by the Executive Board.

ii. Items of business that are not on the agenda may be submitted in writing by a delegate to the moderator. If the item submitted is in order, a majority vote of the delegates present and voting shall be required to place that item on the agenda.

iii. Copies of the proposed agenda and accompanying materials shall be available to delegates electronically or in writing thirty days prior to the meeting. Hard copies of the agenda will be available to delegates when they arrive at the Annual Meeting.

b. **Standing Rules.**

i. Standing rules shall be prepared by the agenda committee, approved by the

- Executive Board, and adopted by the Annual Meeting.
- ii. Copies of the proposed standing rules shall be available to delegates when they arrive at the Annual Meeting.

## **Section 7.9. Elections and Calls.**

### **a. *ECC President.***

- i. The president of the ECC shall be elected by the Annual Meeting. The election shall be by ballot.
- ii. One candidate for president of the ECC shall be nominated by a Presidential Nominating Committee consisting of the following: twelve persons elected by the Executive Board from its elected members so as to reflect the composition of the Executive Board as a whole; one person each elected by and from the elected members of the Board of Directors of Covenant Ministries of Benevolence, the Board of the Ordered Ministry, the Board of Pensions and Benefits, the Board of Trustees of North Park University, and the Board of Women Ministries; and the chairs of the regional conferences.
- iii. The Presidential Nominating Committee shall be convened for organization by the corporate secretary of the ECC, but shall elect its own officers and determine its own procedures. The Executive Board shall authorize adequate financial resources for the work of the committee.

### **b. *Elected Executive Ministers.***

- i. The executive minister of Christian formation; the executive minister of church growth and evangelism; the executive minister of compassion, mercy, and justice; the executive minister of the ordered ministry; the executive minister of women ministries; and the executive minister of world mission shall be elected by the Annual Meeting. Each election shall be by ballot.
- ii. One candidate each for the positions of executive minister of Christian formation; executive minister of church growth and evangelism; executive minister of compassion, mercy, and justice; and executive minister of world mission shall be nominated by the Executive Board.
- iii. One candidate for the position of executive minister of the ordered ministry shall be nominated by the Board of the Ordered Ministry, with the concurrence of the Executive Board and the annual meeting of the Covenant Ministerium.
- iv. One candidate for the position of executive minister of women ministries shall be nominated by the Board of Women Ministries, with the concurrence of the Executive Board.

### **c. *Election Provisions for the President of the ECC and the Executive Ministers Elected by the Annual Meeting.***

- i. Only members in good standing of a member congregation of the ECC shall be eligible for election.
- ii. Only ordained ministers of the ECC in good standing shall be eligible for election as president of the ECC or as executive minister of the ordered ministry.
- iii. A two-thirds vote of the delegates present and voting shall be required for election unless a second candidate is placed on the ballot, in which case a



majority vote of the delegates present and voting shall be required for election.

- iv. In the event an unopposed candidate does not receive the required two-thirds majority for election, the Annual Meeting shall receive nominations from the floor and conduct an election under the following provisions:
  - (1) All nominations must be made from the floor. The unopposed candidate who did not receive the required two-thirds majority for election is eligible for nomination from the floor. If descriptive information on any such nominee is distributed it shall be similar in scope and content to information provided regarding candidates nominated by an ECC board or committee.
  - (2) Nominating speeches shall be limited to five minutes. Up to three seconding speeches may be made for each nominee and shall be limited to two minutes each.
  - (3) The moderator shall provide for a recess of the Annual Meeting during which questions may be addressed to the nominees following a procedure to be recommended by the officers of the Annual Meeting and approved by the Annual Meeting.
  - (4) A majority of delegates present and voting shall be required for election.
- v. Nominations for a second candidate for any of these positions may be made from the floor according to the following procedure:
  - (1) All nominations from the floor shall require a second.
  - (2) A delegate making a nomination may provide descriptive information similar in scope and content to that provided to the Annual Meeting with respect to the candidate nominated by the Presidential Nominating Committee, the Executive Board, the Board of the Ordered Ministry, or the Board of Women Ministries.
  - (3) Nominating speeches shall be limited to five minutes. Up to three seconding speeches may be made for each nominee and shall be limited to two minutes each.
  - (4) In the case of contested elections, the moderator shall provide for a recess of the Annual Meeting during which questions may be addressed to the nominees following a procedure to be recommended by the officers of the Annual Meeting and approved by the Annual Meeting.
- d. ***Executive Ministers and Corporate Presidents Called by the Annual Meeting.***
  - i. The Annual Meeting shall call the executive minister of communication, the president of Covenant Ministries of Benevolence, the president of North Park University, and the president and dean of North Park Theological Seminary. Each call shall be voted upon by ballot.
    - (1) The Executive Board shall recommend a candidate to be called as executive minister of communication by the Annual Meeting.
    - (2) The Board of Directors of Covenant Ministries of Benevolence shall recommend and the Executive Board shall approve a candidate to be called as president of Covenant Ministries of Benevolence by the Annual Meeting.
    - (3) The Board of Trustees of North Park University shall recommend and the Executive Board shall approve a candidate to be called as president

of North Park University by the Annual Meeting.

- (4) The Board of Trustees of North Park University shall recommend and the Executive Board and the annual meeting of the Covenant Ministerium shall approve a candidate to be called as president and dean of North Park Theological Seminary by the Annual Meeting.
- ii. Only a member in good standing of an ECC member congregation shall be eligible for call.
- iii. A majority vote of the delegates present and voting shall be required for call.

**e. *Suspension.***

- i. By vote of two-thirds of its elected and ex-officio members, the Executive Board may suspend the president of the ECC, any executive minister, the president of Covenant Ministries of Benevolence, the president of North Park University, or the president and dean of North Park Theological Seminary for cause. The Executive Board may lift the suspension by vote of two-thirds of its elected and ex-officio members.
- ii. Cause for suspension is failure to perform duties, malfeasance, misfeasance, immorality, indiscretion, unethical behavior, doctrinal error, breach of a fiduciary duty owed to the ECC, breach of a duty of confidentiality owed to the ECC, or breach of a duty of loyalty owed to the ECC.
- iii. Suspension may be with or without pay as the Executive Board may determine.
- iv. After a suspension, the Executive Board may appoint a person to serve in the capacity of the suspended person on an interim basis.
- v. If a person is still under suspension at the time of the second Annual Meeting following suspension, the Executive Board shall submit the matter to the Annual Meeting, which shall either remove the suspended person for cause by majority vote or reinstate the suspended person with or without back pay. The Executive Board may, in its discretion, submit the matter to the Annual Meeting at the first Annual Meeting following suspension.

**f. *Vacancies.*** The Executive Board shall declare the position of president of the ECC, executive minister, president of Covenant Ministries of Benevolence, president of North Park University, or president and dean of North Park Theological Seminary vacant upon the removal, resignation, permanent incapacity, or death of the person holding that position.

- i. *Removal.* The president of the ECC, any executive minister, the president of Covenant Ministries of Benevolence, the president of North Park University, or the president and dean of North Park Theological Seminary can be removed only by majority vote of the Annual Meeting, after suspension by the Executive Board.
- ii. *Resignation.* The president of the ECC, any executive minister, the president of Covenant Ministries of Benevolence, the president of North Park University, or the president and dean of North Park Theological Seminary may resign upon written notice to the Executive Board.
- iii. *Permanent Incapacity.* The Executive Board shall develop a policy for determining permanent incapacity.

g. ***Filling Vacancies.***

- i. In the event of a vacancy in the position of president of the ECC, the Executive Board shall appoint an acting president. The acting president shall perform all the duties of the president and when so acting shall have all the powers of and be subject to all the restrictions on the president.
  - (1) If the vacancy occurs two years or more before the end of a president's term, a Presidential Nominating Committee may be convened by a two-thirds vote of the Executive Board of the ECC. If a Presidential Nominating Committee is convened under these circumstances, it shall nominate a candidate to stand for election at the first or second Annual Meeting following the declaration of the vacancy to serve the unexpired term.
  - (2) If the vacancy occurs less than two years before the end of the president's term, a Presidential Nominating Committee shall be convened and shall nominate a candidate to stand for election to a full term at the Annual Meeting at which the regular presidential election is scheduled to take place.
- ii. In the event of a vacancy in the position of any executive minister, the Executive Board shall appoint a person to serve as interim executive minister until a successor executive minister is elected or called by the Annual Meeting and takes office.
- iii. In the event of a vacancy in the position of president of Covenant Ministries of Benevolence, the Board of Directors of Covenant Ministries of Benevolence, with the approval of the Executive Board of the ECC, shall appoint a person to perform the duties of that position on an interim basis until a new president is called by the Annual Meeting and takes office.
- iv. In the event of a vacancy in the position of president of North Park University or president and dean of North Park Theological Seminary, the Board of Trustees of North Park University, with the approval of the Executive Board of the ECC, shall appoint a person to perform the duties of that position on an interim basis until a new president or president and dean is called by the Annual Meeting and takes office.

**Section 7.10. Board Nominations and Elections.**

a. Candidates for elected board positions shall be slated according to the procedures of the Board of Nominations and elected by the Annual Meeting. Each election shall be by ballot.

b. The Board of Nominations shall nominate candidates for the Executive Board, the Board of Directors of Covenant Ministries of Benevolence, the Board of Trustees of North Park University, the Board of the Ordered Ministry, the Board of Pensions and Benefits, and the Board of Women Ministries. The Executive Board shall nominate candidates for the Board of Nominations. In preparing the slate of candidates for each of these boards, the Board of Nominations shall consider the existing composition of that board in terms of age, gender, ethnicity, race, spiritual gifts, and fields of expertise.

c. Only members in good standing of a member congregation of the ECC are eligible for nomination or election to any of these boards. A person is not eligible for nomination or election to any board where that person would have an actual conflict of interest or the appearance of a conflict of interest. Employees of the ECC, any

ECC institution, any regional conference, any conference institution, or any regional mission organization may not be nominated as candidates for the Executive Board or the Board of Nominations. A board member who ceases to meet the requirements for nomination or election to that board may not continue to serve on that board.

d. One candidate shall be nominated for each position to be filled on the Executive Board of the ECC, the Board of Nominations, the Board of the Ordered Ministry, the Board of Women Ministries, the Board of Directors of Covenant Ministries of Benevolence, the Board of Trustees of North Park University, and the Board of Pensions and Benefits.

e. At least five of the elected members of the Executive Board shall meet the criteria of the ECC policy on ethnic representation and shall be elected for non-concurrent terms. At least three of the elected members of the Board of Nominations and the Board of Trustees of North Park University shall meet the criteria of the ECC policy on ethnic representation and shall be elected for non-concurrent terms. At least two elected members of each of the other boards shall meet the criteria of the ECC policy on ethnic representation and shall be elected for non-concurrent terms.

f. At least 20 percent of the elected members of the Board of Directors of Covenant Ministries of Benevolence, the Board of Trustees of North Park University, and the Board of Pensions and Benefits are to be clergy and at least 20 percent are to be lay.

g. An elected member of a board may not be elected for consecutive full terms. Except in the case of a vacancy,

- i. four or five members of the Executive Board shall be elected each year for a term of six years;
- ii. two or three members of the Board of Nominations, the Board of the Ordered Ministry, the Board of Pensions and Benefits, and the Board of Women Ministries shall be elected each year for a term of five years;
- iii. three or four members of the Board of Directors of Covenant Ministries of Benevolence shall be elected each year for a term of six years; and
- iv. four or five members of the Board of Trustees of North Park University shall be elected each year for a term of five years.

h. Terms of elected board members shall begin on the first day of the month following an Annual Meeting and shall end on the last day of the month of an Annual Meeting.

i. At any given time the Board of Nominations shall have at least one elected member from each regional conference.

- i. The Board of Nominations shall monitor conference representation and, no later than September 1, shall notify the regional conference(s) from which a member of the Board of Nominations is to be elected at the next Annual Meeting. No later than December 1, the executive board of each regional conference so notified shall recommend at least two potential candidates for the Board of Nominations to the Executive Board of the ECC.
- ii. In the event that a given position on the Board of Nominations will not be needed to fulfill the requirement that at any given time the board shall have at least one elected member from each regional conference, the Executive Board of the ECC may nominate two candidates for that position, each of whom is a member of an ECC congregation that is not in a regional conference.

j. Nomination of additional candidates for any of the positions to be filled by election may be made from the floor according to the following procedures:

- i. All nominations from the floor shall require a second.
- ii. A delegate making a nomination may provide descriptive information similar in scope and content to that provided to the Annual Meeting with respect to the candidate(s) nominated by the Board of Nominations or the Executive Board.
- iii. Any person nominated for a position on the Board of Nominations shall be a member of an ECC congregation within the same regional conference or regional mission organization as the candidates placed on the ballot by the Executive Board for that position.

k. Each position to be filled shall be listed separately on the ballot.

l. A majority vote of delegates present and voting shall be required for election.

m. ***Suspension of a Board Member.***

- i. By vote of three-fourths of its elected and ex-officio members, the Executive Board may suspend an elected member of the Executive Board or any other board for cause. The Executive Board may suspend an elected member of the Board of Nominations, the Board of the Ordered Ministry, the Board of Directors of Covenant Ministries of Benevolence, the Board of Trustees of North Park University, the Board of Pensions and Benefits, or the Board of Women Ministries for cause only if the board of which that person is a member first recommends suspension by vote of two-thirds of its elected and ex-officio members. The Executive Board may lift the suspension of an Executive Board member or any other board member by vote of three-fourths of its elected and ex-officio members.
- ii. Cause for suspension is failure to perform duties, malfeasance, misfeasance, immorality, indiscretion, unethical behavior, doctrinal error, breach of a fiduciary duty owed to the ECC, breach of a duty of confidentiality owed to the ECC, or breach of a duty of loyalty owed to the ECC.
- iii. If a board member is still under suspension at the time of the second Annual Meeting following suspension, the Executive Board shall submit the matter to the Annual Meeting, which shall either remove the suspended board member for cause by a two-thirds vote or reinstate the suspended board member. The Executive Board may, in its discretion, submit the matter to the first Annual Meeting following suspension.

n. ***Vacancies on Boards.***

- i. The Executive Board shall declare an elected board position vacant upon the removal, resignation, permanent incapacity, or death of the person holding that position.
  - (1) An elected board member can be removed only by majority vote of the Annual Meeting.
  - (2) An elected board member may resign upon written notice to the Executive Board of the ECC.
  - (3) The Executive Board of the ECC shall develop a policy for determining permanent incapacity.
- ii. A vacancy on a board shall be filled by election not later than the second Annual Meeting following the creation of the vacancy. Candidates for the

vacant position shall be nominated and elected in the same manner as the member whose vacancy is being filled, and shall be elected for the unexpired term of that member. A board member elected to serve the unexpired term of a predecessor may be nominated for a subsequent full term and may be nominated as a single candidate, provided that the board member did not serve more than two years of the predecessor's unexpired term.

## ARTICLE VIII Executive Board

**Section 8.1. Duties and Responsibilities of the Executive Board.** The Executive Board shall coordinate and implement the common mission of the ECC as developed and articulated by the Annual Meeting, this Constitution and Bylaws, and the strategic planning processes of the ECC. The Executive Board shall carry out its work with an integrity and character consistent with Christian principles. Within this authority and in the course of its duties, the Executive Board shall

- a. be responsible for ensuring that the policies and decisions of the Annual Meeting are carried out;
- b. approve an agenda for each session of the Annual Meeting and recommend it to the Annual Meeting;
- c. approve a proposed annual budget for the ECC and recommend it to the Annual Meeting;
- d. appoint and remove the officers of the ECC other than the president, as provided in these Bylaws;
- e. delegate such responsibility for the administration of the ECC as may be required by the temporary absence or temporary incapacity of an officer of the ECC, unless otherwise specified in these Bylaws;
- f. approve the fiscal policy of the ECC;
- g. approve the acquisition, encumbrance, and disposition of the property and assets of the ECC;
- h. promote coordination among the regional conferences, the denominational ministries of the ECC, and the corporations established by the ECC;
- i. approve the salaries of the officers of the ECC and the executive ministers;
- j. approve the salary of the president of Covenant Ministries of Benevolence upon the recommendation of the Board of Benevolence;
- k. approve the salaries of the following persons upon the recommendation of the Board of Trustees of North Park University: the president of North Park University and the president and dean of North Park Theological Seminary;
- l. approve the salaries of the president of Covenant Trust Company and the president of National Covenant Properties;
- m. adopt a policy concerning insurance coverage and risk management practices for the ECC;
- n. create one or more committees, appoint members of the Executive Board and such other persons as the Executive Board designates to serve on each committee, and delegate to each committee the powers that the Executive Board deems appropriate and that the Executive Board has the right to delegate under this Constitution and Bylaws and applicable laws;
- o. be known as the Board of Directors or Trustees of the ECC when law or legal instruments require action by the Board of Directors or Trustees of the ECC;

- p. comply with and be responsible for ensuring that the ECC complies with all applicable laws; and
- q. develop its own procedural rules and file a copy of the approved rules with the corporate secretary of the ECC.

## **Section 8.2. Composition and Selection of the Executive Board.**

### **a. *Elected Members.***

#### *i. Number and Composition.*

- (1) The Executive Board shall have twenty-six elected members.
- (2) At least five of the elected members of the Executive Board shall meet the criteria of the ECC policy on ethnic representation,
- (3) At least sixteen of the elected members of the Executive Board shall be lay. At least eight of the elected members of the Executive Board shall be clergy.
- (4) At least twelve of the elected members of the Executive Board shall be female. At least twelve of the elected members of the Executive Board shall be male.
- (5) Each conference shall have at least one representative on the Executive Board of the ECC. The ECC recommends that each conference appoint at least one of its representatives on the Executive Board of the ECC as an advisor to the executive board of that conference.

#### *ii. Selection.* Candidates for the Executive Board shall be slated according to the procedures of the Board of Nominations and elected by the Annual Meeting. Each year one or more conferences, in rotation or as required by vacancy, may recommend potential candidates to the Board of Nominations.

- (1) All members of the Executive Board serve all ECC congregations.

#### *iii. Term of Office.* Each member of the Executive Board shall be elected for a term of six years. Terms shall be staggered in such a way that no more than 20 percent of the Executive Board is elected in any given year, except in the event of the removal, resignation, permanent incapacity, or death of a member. An elected member of the Executive Board shall not be elected for consecutive six-year terms.

#### *iv. Liaisons from the Executive Board.* The Executive Board shall appoint elected members of the Executive Board to serve as liaisons to and ex-officio members of the Board of Directors of Covenant Ministries of Benevolence, the Board of Trustees of North Park University, the Board of the Ordered Ministry, the Board of Pensions and Benefits, and the Board of Women Ministries. Each of these boards shall have only one liaison from the Executive Board. Each member of the Executive Board who is a representative of a regional conference shall serve as liaison to the executive board of that conference. A member of the Executive Board may serve as liaison to only one other board.

**b. *Ex-officio Members.*** The Executive Board shall have the following ex-officio members: the president of the ECC, a conference superintendent designated by the Council of Superintendents who serves as liaison from that council, an elected member of the Board of Women Ministries who serves as a liaison from that board to the Executive Board, an elected member of the Board of Directors of Covenant Ministries of Benevolence who serves as a liaison from that board to the Executive

Board, and an elected member of the Board of Trustees of North Park University who serves as a liaison from that board to the Executive Board. An ex-officio member of the Executive Board who serves as a liaison from another board shall not be an employee of the ECC, any ECC institution, any regional conference, any conference institution, or any regional mission organization.

c. **Officers of the Executive Board.** The Executive Board shall elect a chair, vice chair, secretary, and assistant secretary. Each officer of the Executive Board shall be an elected member of the Executive Board.

d. **Advisors to the Executive Board.** The Executive Board shall have the following advisors: the members of the Council of Administrators.

e. **Meetings.**

- i. The Executive Board shall hold at least three regular meetings in each calendar year. Notice of each regular meeting shall be sent to each member of the Executive Board at least sixty days in advance.
- ii. The Executive Board may hold special meetings. A special meeting may be called upon the written approval of ten elected members of the Executive Board or by the president of the ECC. Notice of each special meeting shall be sent to each member of the Executive Board at least fourteen days in advance, except in emergencies.
- iii. The Executive Board shall meet at least once with the Council of Superintendents in each calendar year unless by mutual agreement no meeting is deemed necessary.
- iv. A majority of the elected and ex-officio members of the Executive Board shall constitute a quorum for any regular or special meeting.
- v. At any meeting, the Executive Board may hold executive sessions from which any or all advisors may be excluded.
- vi. When the Executive Board is reviewing the performance or compensation of the president of the ECC, the Executive Board may exclude from its meeting any or all ex-officio members and any or all advisors.

### **Section 8.3. Committees.**

a. **Standing Committees.**

- i. At the pleasure of the Executive Board, each elected member of the Executive Board shall serve on at least one standing committee at any given time. Any liaison to the Executive Board may serve on one or two standing committees at any given time, upon the liaison's request and the Executive Board's granting of that request.
- ii. Standing committees may have ex-officio members.
- iii. Standing committees may have advisors appointed by the Executive Board.

b. **Standing Committees for Denominational Ministries.**

- i. The Executive Board shall have the following standing committees for denominational ministries: Christian Formation; Church Growth and Evangelism; Communication; Compassion, Mercy, and Justice; and World Mission.
- ii. The Christian Formation Committee shall have seven members who are elected members of the Executive Board. The Church Growth and Evangelism Committee shall have seven members who are elected members of the Executive Board. The Communication Committee shall have seven



members who are elected members of the Executive Board. The Compassion, Mercy, and Justice Committee shall have seven members who are elected members of the Executive Board. If the liaison from the Board of Benevolence requests assignment to the Compassion, Mercy, and Justice Committee, the Executive Board shall grant that request. The World Mission Committee shall have seven members who are elected members of the Executive Board. A majority of the voting members of each committee shall be elected members of the Executive Board.

iii. *Christian Formation Committee.*

- (1) The Christian Formation Committee shall develop and recommend to the Executive Board policies for forming persons in Christian faith and preparing them for ministry in the Christian community and the world.
- (2) The executive minister of Christian formation shall be an advisor to the Christian Formation Committee.
- (3) The Executive Board shall appoint one appropriate member of the faculty of North Park Theological Seminary as an advisor to the Christian Formation Committee.

iv. *Church Growth and Evangelism Committee.*

- (1) The Church Growth and Evangelism Committee shall develop and recommend to the Executive Board policies in the United States and Canada for establishing new congregations, promoting the growth and health of ECC congregations, and bringing persons to Christian faith.
- (2) The executive minister of church growth and evangelism shall be an advisor to the Church Growth and Evangelism Committee.
- (3) The conference superintendent who is an ex-officio member of the Executive Board shall be an ex-officio member of the Church Growth and Evangelism Committee.
- (4) The Executive Board shall appoint one appropriate member of the faculty of North Park Theological Seminary as an advisor to the Church Growth and Evangelism Committee.

v. *Communication Committee.*

- (1) The Communication Committee shall develop and recommend to the Executive Board policies for communicating the identity and mission of the ECC.
- (2) The executive minister of communication shall be an advisor to the Communication Committee.

vi. *Compassion, Mercy, and Justice Committee.*

- (1) The Compassion, Mercy, and Justice Committee shall develop and recommend to the Executive Board policies for the ECC's ministries of compassion, mercy, and justice.
- (2) The executive minister of compassion, mercy, and justice shall be an advisor to the Compassion, Mercy, and Justice Committee.

vii. *World Mission Committee.*

- (1) The World Mission Committee shall develop and recommend to the Executive Board policies in places other than the United States and Canada for establishing new churches, promoting the growth and health of these churches, and bringing persons to Christian faith.

- (2) The executive minister of world mission shall be an advisor to the World Mission Committee.
- (3) The Executive Board shall appoint one appropriate member of the faculty of North Park Theological Seminary as an advisor to the World Mission Committee.

c. ***Standing Administrative Committees.***

- i. The Executive Board shall have the following standing administrative committees: Finance and Personnel.
- ii. The Finance Committee shall have five members who are elected members of the Executive Board and up to two additional members appointed by the Executive Board. The Personnel Committee shall have seven members who are elected members of the Executive Board. A majority of the voting members of each committee shall be elected members of the Executive Board.

iii. *Finance Committee.*

- (1) The Finance Committee shall
  - (a) develop and recommend to the Executive Board policies concerning the financial governance of the ECC,
  - (b) make recommendations concerning financial matters for which the Executive Board is responsible,
  - (c) perform all of the duties and fulfill all of the requirements of an audit committee, and
  - (d) take any actions delegated to it by the Executive Board that can legally be delegated to it.
- (2) The vice president for finance shall be an advisor to the Finance Committee.

iv. *Personnel Committee.*

- (1) The Personnel Committee shall
  - (a) develop and recommend to the Executive Board policies concerning the employment, performance, and compensation of officers and employees of the ECC,
  - (b) review and make recommendations concerning the performance and compensation of the president of the ECC,
  - (c) review and make recommendations concerning the compensation of any other persons whose compensation is required to be approved by the Executive Board, and
  - (d) take any actions delegated to it by the Executive Board that can legally be delegated to it.
- (2) The executive vice president shall be an advisor to the Personnel Committee.

## ARTICLE IX

### **Regional Conferences and Superintendents**

#### **Section 9.1. Regional Conferences**

a. ***Names and Boundaries.*** The names and boundaries of the regional conferences shall be determined by the Annual Meeting, upon the recommendation of the Executive Board of the ECC after consultation with the regional conferences involved. The boundaries of the regional conferences shall be published annually by the ECC.

b. **Recognition.**

- i. An association of ECC congregations seeking recognition as a regional conference shall present a proposed constitution and bylaws, a budget, and a ministry statement to the Executive Board of the ECC for approval.
- ii. Upon recommendation by the Executive Board of the ECC, an association of ECC congregations may be recognized as a regional conference by a two-thirds vote of delegates present and voting at an Annual Meeting of the ECC.
- iii. Recognition of a regional conference may be terminated only by a two-thirds vote of delegates present and voting at an Annual Meeting of the ECC.

**Section 9.2. Administration.** *This section currently contains no Bylaw provisions.*

**Section 9.3. Selection of Conference Superintendents.** The president of the ECC shall serve as an advisor to every meeting of a conference executive board (or other conference nominating committee) when the nomination of a candidate for conference superintendent is being considered.

**Section 9.4. Conference Constitutions and Bylaws.** Revisions or amendments to conference constitutions and bylaws shall be submitted to the Executive Board of the ECC for concurrence to ensure that such changes are in general agreement with this Constitution and Bylaws.

**Section 9.5. Regional Mission Organizations.** The Annual Meeting shall define the duties, functions, and responsibilities of a regional mission organization and its relationships with regional conferences, the Covenant Ministerium, and the ECC, in a manner consistent with this Constitution and Bylaws.

## ARTICLE X

### Denominational Ministries

**Section 10.1.** The following denominational ministries shall be governed by the Executive Board of the ECC as the agent of the Annual Meeting: Christian Formation; Church Growth and Evangelism; Communication; Compassion, Mercy, and Justice; and World Mission.

a. **Christian Formation.**

- i. The executive minister of Christian formation shall direct the implementation of the decisions and policies of the Annual Meeting and the Executive Board of the ECC concerning Christian formation.
- ii. The executive minister of Christian formation shall be accountable to the president of the ECC for decisions and actions taken by the executive minister of Christian formation to support and promote Christian formation within the ECC.

b. **Church Growth and Evangelism.**

- i. The executive minister of church growth and evangelism shall direct the implementation of the decisions and policies of the Annual Meeting and the Executive Board of the ECC concerning church growth and evangelism.
- ii. The executive minister of church growth and evangelism shall be accountable to the president of the ECC for decisions and actions taken by the

executive minister of church growth and evangelism to support and promote church growth and evangelism within the ECC.

**c. *Communication.***

- i. The executive minister of communication shall
  - (1) direct the implementation of the decisions and policies of the Annual Meeting and the Executive Board of the ECC concerning denominational communication, and
  - (2) be the editor of *The Covenant Companion* and any other publications specifically designated by the Executive Board of the ECC.
- ii. The executive minister of communication shall be accountable to the president of the ECC for decisions and actions taken by the executive minister of communication to communicate the identity and mission of the ECC.

**d. *Compassion, Mercy, and Justice.***

- i. The executive minister of compassion, mercy, and justice shall direct the implementation of the decisions and policies of the Annual Meeting and the Executive Board of the ECC concerning ministries of compassion, mercy, and justice.
- ii. The executive minister of compassion, mercy, and justice shall be accountable to the president of the ECC for decisions and actions taken by the executive minister of compassion, mercy, and justice to support and promote ministries of compassion, mercy, and justice within the ECC.

**e. *World Mission.***

- i. The executive minister of world mission shall direct the implementation of the decisions of the Annual Meeting and the Executive Board of the ECC concerning world mission.
- ii. The executive minister of world mission shall be accountable to the president of the ECC for decisions and actions taken by the executive minister of world mission to support and promote world mission within the ECC.

**Section 10.2. The Board of Nominations.**

a. The denominational ministry of Nominations is governed by the Annual Meeting and the Board of Nominations.

b. The Board of Nominations shall have thirteen elected members and the ex-officio members identified in these Bylaws. Each member of the Board of Nominations serves all ECC congregations.

- i. Candidates for the Board of Nominations shall be slated by the Executive Board of the ECC according to the procedures of the Board of Nominations and elected by the Annual Meeting. Each conference shall have at least one representative on the Board of Nominations.
- ii. At least five of the elected members of the Board of Nominations shall be female. At least five of the elected members of the Board of Nominations shall be male.
- iii. The president of the ECC shall be an ex-officio member of the Board of Nominations.
- iv. The Board of Nominations may have advisors as provided in its own procedural rules.
- v. The Board of Nominations shall
  - (1) elect its own officers;

- (2) develop its own procedural rules for approval by the Executive Board of the ECC and file a copy of the approved rules with the corporate secretary of the ECC;
  - (3) submit a report to the Annual Meeting and submit to the Executive Board of the ECC any reports requested by the Executive Board of the ECC; and
  - (4) submit all matters involving major changes of policy to the Executive Board of the ECC for approval.
- vi. The Board of Nominations shall
- (1) develop an active resource pool of qualified leaders for use by the ECC and conference boards;
  - (2) provide qualified candidates for election by the Annual Meeting to the Executive Board of the ECC, the Board of the Ordered Ministry, the Board of Directors of Covenant Ministries of Benevolence, the Board of Trustees of North Park University, the Board of Pensions and Benefits, and the Board of Women Ministries; and
  - (3) prepare the ballot of candidates for election at each Annual Meeting and present it to the Annual Meeting.

### **Section 10.3. The Ordered Ministry.**

a. The denominational ministry of the Ordered Ministry is governed by the Annual Meeting, the Board of the Ordered Ministry, and the Rules for the Ordered Ministry of the Evangelical Covenant Church.

#### **b. *The Board of the Ordered Ministry.***

- i. The Board of the Ordered Ministry shall have fourteen elected members and the ex-officio members identified in these Bylaws. Twelve elected members of the board shall be ordained or commissioned ECC ministers and two elected members of the board shall be lay persons. A majority of the elected clergy members of the board shall be ordained to word and sacrament. At least two elected clergy member of the board shall be ordained to specialized ministry or commissioned. At least one elected clergy member of the board shall be a consecrated missionary.
  - (1) Candidates for the Board of the Ordered Ministry shall be slated according to the procedures of the Board of Nominations and elected by the Annual Meeting. The Board of the Ordered Ministry may recommend candidates to the Board of Nominations.
  - (2) At least four of the elected members of the Board of the Ordered Ministry shall be female. At least four of the elected members of the Board of the Ordered Ministry shall be male.
  - (3) The Board of the Ordered Ministry shall have the following ex-officio members: the president of the ECC, the president of the Covenant Ministerium, the president and dean of North Park Theological Seminary, the president of Centro Hispano de Estudios Teológicos del Pacto Evangélico, the executive minister of the ordered ministry, a liaison from the Council of Superintendents appointed by the president of the ECC, and a liaison from the Executive Board of the ECC appointed by the Executive Board of the ECC who shall be an ordained or licensed minister in good standing in the ECC.
  - (4) The Board of the Ordered Ministry may have advisors as provided in

- its own procedural rules.
- ii. The Board of the Ordered Ministry shall
  - (1) elect its own officers;
  - (2) develop its own procedural rules for approval by the Executive Board of the ECC and file a copy of the approved rules with the corporate secretary of the ECC; and
  - (3) submit a report to the Annual Meeting and submit to the Executive Board of the ECC any reports requested by the Executive Board of the ECC.
- iii. With the approval of the annual meeting of the Covenant Ministerium, the Board of the Ordered Ministry shall recommend Rules for the Ordered Ministry of the Evangelical Covenant Church to the Annual Meeting of the ECC. Upon adoption by the Annual Meeting of the ECC, the Rules for the Ordered Ministry shall govern the ordination, licensure, commissioning, consecration, and discipline of ministers and missionaries of the ECC, and the work of the Board of the Ordered Ministry.
- iv. The Board of the Ordered Ministry shall report directly to the Annual Meeting, except that the recommendations of the Board of the Ordered Ministry concerning the ordination, licensure, commissioning, consecration, and discipline of ministers and missionaries, and major policies relating to the work of the Board of the Ordered Ministry shall be submitted to the annual meeting of the Covenant Ministerium. Recommendations approved by the annual meeting of the Covenant Ministerium may be submitted to the Annual Meeting of the ECC. Recommendations not approved by the annual meeting of the Covenant Ministerium shall be referred back to the Board of the Ordered Ministry.
- v. With the approval of the annual meeting of the Covenant Ministerium, the Board of the Ordered Ministry shall recommend a candidate for the position of executive minister of the ordered ministry to the Executive Board of the ECC.

c. ***Executive Minister of the Ordered Ministry.*** The executive minister of the ordered ministry shall

- i. act as an agent and representative of the Board of the Ordered Ministry between meetings of the board and report to the Board of the Ordered Ministry actions taken and representations made on behalf of the board;
- ii. be an ex-officio member of the executive committee of the Covenant Ministerium; and
- iii. together with the Board of the Ordered Ministry and the Covenant Ministerium, develop and administer policies and programs to encourage, support, and care for ministers and missionaries.

#### **Section 10.4. Board of Pensions and Benefits.**

a. The denominational ministry of pensions and benefits is governed by the Annual Meeting and the Board of Pensions and Benefits.

b. The Board of Pensions and Benefits shall have twelve elected members and the ex-officio members identified in these Bylaws. Each member of the Board of Pensions and Benefits serves all ECC congregations.

- i. Candidates for the Board of Pensions and Benefits shall be slated according to the procedures of the Board of Nominations and elected by the Annual

Meeting. The Board of Pensions and Benefits may recommend candidates to the Board of Nominations.

- ii. The Board of Pensions and Benefits shall have the following ex-officio members: the vice president for finance of the ECC, the executive minister of the ordered ministry, a liaison from the Council of Superintendents appointed by the president of the ECC, and a liaison from the Executive Board of the ECC appointed by the Executive Board of the ECC.
  - iii. The Board of Pensions and Benefits may have advisors as provided in its own procedural rules.
- c. The Board of Pensions and Benefits shall
- i. elect its own officers;
  - ii. develop its own procedural rules for approval by the Executive Board of the ECC and file a copy of the approved rules with the corporate secretary of the ECC;
  - iii. submit a report to the Annual Meeting and submit to the Executive Board of the ECC any reports requested by the Executive Board of the ECC; and
  - iv. submit all matters involving major changes of policy to the Executive Board of the ECC for approval.

d. The Board of Pensions and Benefits shall be the Trustees of the Covenant Pension Plan, as amended. The Board of Pensions and Benefits shall adopt appropriate amendments to the Covenant Pension Plan and submit those amendments to the Annual Meeting for approval.

e. The Board of Pensions and Benefits shall oversee the ECC insurance and benefits program available to ministers, missionaries, church staff, and employees of regional conferences and conference institutions.

f. A director of pensions shall be appointed by the Executive Board of the ECC upon nomination by the president of the ECC and the concurrence of the Board of Pensions and Benefits. The director of pensions shall be an advisor to the Board of Pensions and Benefits.

### **Section 10.5. Women Ministries.**

a. The denominational ministry of Women Ministries is governed by the Annual Meeting of the ECC, the Executive Board of the ECC as the agent of the Annual Meeting, and the Board of Women Ministries.

#### **b. *Board of Women Ministries.***

- i. The Board of Women Ministries shall have twelve elected members and the ex-officio members identified in these Bylaws. Each member of the Board of Women Ministries serves all ECC congregations.
  - (1) Candidates for the Board of Women Ministries shall be slated according to the procedures of the Board of Nominations and elected by the Annual Meeting. The Board of Women Ministries may recommend candidates to the Board of Nominations.
  - (2) The Board of Women Ministries shall have the following ex-officio members: the president of the ECC, the executive minister of women ministries, the chair of the conference presidents of women ministries, and a liaison from the Executive Board of the ECC appointed by the Executive Board of the ECC.

- (3) The Board of Women Ministries may have advisors as provided in its own procedural rules.
- ii. The Board of Women Ministries shall appoint an elected member to be a liaison to and ex-officio member of the Executive Board of the ECC.
- iii. The Board of Women Ministries shall
  - (1) elect its own officers,
  - (2) develop its own procedural rules for approval by the Executive Board of the ECC and file a copy of the approved rules with the corporate secretary of the ECC;
  - (3) develop its own budget;
  - (4) submit a report to the Annual Meeting and submit to the Executive Board of the ECC any reports requested by the Executive Board of the ECC; and
  - (5) submit all matters involving major changes of policy to the Executive Board of the ECC for approval.
- iv. The Board of Women Ministries shall recommend a candidate for the position of executive minister of women ministries to the Executive Board of the ECC.

c. ***Executive Minister of Women Ministries.*** The executive minister of women ministries shall

- i. direct the implementation of the decisions and policies of the Annual Meeting, the Executive Board of the ECC, and the Board of Women Ministries concerning the organized work and activities of women within the ECC; and
- ii. be accountable to the president of the ECC and to the Board of Women Ministries for decisions and actions taken to support and promote the organized work and activities of women within the ECC.

d. Women Ministries shall bear its own administrative costs and submit annual audited financial reports to the Executive Board of the ECC.

### **Section 10.6. Executive Ministers.**

a. Each executive minister shall report to the president of the ECC.

b. Each executive minister other than the executive minister of communication shall be elected by the Annual Meeting for a term of four years. The executive minister of communication shall be called by the Annual Meeting for an indefinite term.

c. An executive minister who is succeeding an incumbent shall take office on September 1 in the year of the new executive minister's election or call. If there is no incumbent, the new executive minister may take office immediately upon election or call.

d. An executive minister shall devote full-time service to this position.

e. Each executive minister shall work in cooperation with the regional conferences and ECC congregations.

f. Prior to the preparation of the annual ECC coordinated budget, each executive minister other than the executive minister for women ministries shall submit to the vice president for finance of the ECC a proposed annual budget for the denominational ministry directed by that executive minister.

g. Each executive minister other than the executive minister for women ministries is responsible to the Executive Board of the ECC for all non-budget expenditures.



## ARTICLE XI

### **Council of Administrators and Council of Superintendents**

#### **Section 11.1. Council of Administrators.**

a. The Council of Administrators, in conjunction with the vice president for finance of the ECC, shall recommend an annual ECC coordinated budget to the Executive Board of the ECC.

b. The Council of Administrators shall have the following members: the president of the ECC; the executive vice president of the ECC; the vice president for finance of the ECC; the executive minister of Christian formation; the executive minister of church growth and evangelism; the executive minister of communication; the executive minister of compassion, mercy, and justice; the executive minister of the ordered ministry; the executive minister of women ministries; the executive minister of world mission; the president of Covenant Ministries of Benevolence; the president of North Park University; the president and dean of North Park Theological Seminary; the president of National Covenant Properties; and the president of Covenant Trust Company.

c. The Council of Administrators may have advisors approved by the Executive Board of the ECC.

#### **Section 11.2. Council of Superintendents.**

a. *This subsection currently contains no Bylaw provisions.*

b. The superintendents of the regional conferences of the ECC are members of the Council of Superintendents. The Council of Superintendents shall have the following ex-officio members: the president of the ECC, the executive minister of church growth and evangelism, and the executive minister of the ordered ministry.

c. The Council of Superintendents shall select one member of the Council of Superintendents to serve as an ex-officio member of the Executive Board of the ECC.

d. The president of the ECC shall appoint members of the Council of Superintendents to serve as liaisons to and ex-officio members of the Board of Directors of Covenant Ministries of Benevolence, the Board of Trustees of North Park University, the Board of the Ordered Ministry, and the Board of Pensions and Benefits. Each of these boards shall have only one liaison from the Council of Superintendents. A member of the Council of Superintendents may serve as liaison to only one board.

**Section 11.3. Meetings.** *This section currently contains no Bylaw provisions.*

## ARTICLE XII

### **Corporations**

**Section 12.1.** The ECC has established the following corporations:

Covenant Ministries of Benevolence, an Illinois not-for-profit corporation;  
North Park University, an Illinois not-for-profit corporation;  
Covenant Development Corporation, an Iowa not-for-profit corporation;  
National Covenant Properties, an Illinois not-for-profit corporation;  
Covenant Trust Company, a chartered Illinois trust company; and  
Paul Carlson Medical Program, Inc., an Illinois not-for-profit corporation.

#### **Section 12.2. Covenant Ministries of Benevolence.**

a. Covenant Ministries of Benevolence shall provide leadership, guidance, and

coordination to ministries that promote the bringing of God's compassion, mercy, and justice to bear upon the needs of the world. These shall include, but not be limited to, institutional ministries, congregation-based ministries, and collaborative ministries within the ECC. Covenant Ministries of Benevolence shall administer the benevolent institutions established by the ECC and the properties of these institutions.

b. The Board of Directors of Covenant Ministries of Benevolence, also known as the Board of Benevolence, shall consist of twenty-one to twenty-six members, including the elected members and the ex-officio members identified in these Bylaws. Each member of the Board of Benevolence shall be a member of an ECC congregation. Each member of the Board of Benevolence serves all ECC congregations.

i. *Elected Members.*

- (1) Candidates for the Board of Benevolence shall be slated according to the procedures of the Board of Nominations and elected by the Annual Meeting. The Board of Nominations shall slate only one candidate for each position to be filled. The Board of Benevolence may recommend candidates to the Board of Nominations.
- (2) Except in the case of a vacancy, three or four members of the Board of Benevolence shall be elected each year for a term of six years.
- (3) Members of the Board of Benevolence who meet the criteria of the ECC policy on ethnic representation shall be elected for non-concurrent terms of six years.
- (4) At least 20 percent of the elected members of the Board of Benevolence shall be clergy and at least 20 percent shall be lay.
- (5) At least one elected member of the Board of Benevolence shall be an elected member of the board of directors of Covenant Retirement Communities. At least one elected member of the Board of Benevolence shall be an elected member of the board of directors of Emanuel Medical Center. At least one elected member of the Board of Benevolence shall be an elected member of the board of directors of Swedish Covenant Hospital.
- (6) At least eight of the elected members of the Board of Benevolence shall be female. At least eight of the elected members of the Board of Benevolence shall be male.
- (7) An elected member of the Board of Benevolence shall not be elected for consecutive six-year terms.

ii. *Ex-officio Members.* The Board of Benevolence shall have the following ex-officio members: the president of the ECC, the president of Covenant Ministries of Benevolence, a liaison from the Council of Superintendents appointed by the president of the ECC, and a liaison from the Executive Board of the ECC appointed by the Executive Board of the ECC.

iii. The Board of Benevolence may have advisors as provided in its own corporate documents.

c. The Board of Benevolence shall appoint an elected member to be a liaison to and ex-officio member of the Executive Board of the ECC.

d. The Board of Benevolence shall elect its own officers, develop its own procedural rules for approval by the Executive Board of the ECC, and file a copy of the approved rules with the corporate secretary of the ECC.

e. The Board of Benevolence shall submit the following matters to the Executive

Board of the ECC for approval: strategic plan; mission statement; major changes of policy; major borrowing; disposition, buying, leasing, selling, or encumbering of real property belonging to Covenant Ministries of Benevolence that is used in benevolent institutional ministry; mergers or dissolution of Covenant Ministries of Benevolence; creation of new affiliates and other related entities; amendments to the Articles of Incorporation and Bylaws of Covenant Ministries of Benevolence; compensation of the president of Covenant Ministries of Benevolence; fiscal year end; and designation of auditors.

f. The Board of Benevolence shall submit a report to the Annual Meeting and shall submit to the Executive Board of the ECC any reports requested by the Executive Board.

g. The president of Covenant Ministries of Benevolence shall manage benevolent institutions and ministries of compassion, mercy, and justice under the direction of the Board of Benevolence.

- i. The president of Covenant Ministries of Benevolence shall be recommended by the Board of Benevolence, approved by the Executive Board of the ECC, and called by the Annual Meeting for an indefinite term.
- ii. The president of Covenant Ministries of Benevolence shall be an ex-officio member of the Board of Benevolence and an advisor to the Executive Board of the ECC.
- iii. A president of Covenant Ministries of Benevolence who is succeeding an incumbent shall take office on September 1 in the year of the new president's call. If there is no incumbent, the new president may take office immediately upon call.
- iv. The president of Covenant Ministries of Benevolence shall devote full-time service to this position.

h. Covenant Ministries of Benevolence has the following affiliated corporations, among others: Covenant Retirement Communities, Inc.; Emanuel Medical Center, Inc.; LifeCenter on the Green, Inc.; and Swedish Covenant Hospital. Each of these affiliated corporations may have affiliated corporations, institutions, and entities of its own.

### **Section 12.3. North Park University.**

a. The Board of Trustees shall exercise general supervision over North Park University, its administration, its finances, and its facilities.

b. The Board of Trustees shall consist of thirty-one to thirty-six members, including the ex-officio and appointed members identified in these Bylaws. Each member of the Board of Trustees shall be a member in good standing of a member congregation of the ECC or another Christian church. Each member of the Board of Trustees serves all ECC congregations.

- i. *Elected Members.*
  - (1) Candidates for the Board of Trustees shall be slated according to the procedures of the Board of Nominations and elected by the Annual Meeting. The Board of Trustees may recommend candidates to the Board of Nominations.
  - (2) Three members of the Board of Trustees who meet the criteria of the ECC policy on ethnic representation shall be elected for non-concurrent terms of five years. Either one or two candidates may be slated for each of these positions to be filled.

- (3) At least 20 percent of the elected members of the Board of Trustees shall be clergy and at least 20 percent shall be lay.
  - (4) At least nine of the elected members of the Board of Trustees shall be female. At least nine of the elected members of the Board of Trustees shall be male.
  - (5) An elected member of the Board of Trustees may not be elected for consecutive five-year terms.
- ii. *Appointed Members.* Up to nine persons shall be recommended by the Board of Trustees and appointed by the Executive Board of the ECC for terms of five years. Each appointed member shall be a member in good standing of a Christian church and in harmony with the mission of North Park University. Appointed members are not required to be members of ECC congregations; however, at all times at least 75 percent of the total elected and appointed members of the Board of Trustees shall be members of member congregations of the ECC. By vote of three-fourths of its elected and ex-officio members, the Executive Board may suspend an appointed member of the Board of Trustees for cause. Cause for suspension is failure to perform duties, malfeasance, misfeasance, immorality, indiscretion, unethical behavior, or breach of fiduciary duty.
  - iii. *Ex-officio Members.* The Board of Trustees shall have the following ex-officio members: the president of the ECC, the president of North Park University, a liaison from the Council of Superintendents appointed by the president of the ECC, and a liaison from the Executive Board of the ECC appointed by the Executive Board of the ECC.
  - iv. The Board of Trustees may have advisors as provided in its own corporate documents.
- c. The Board of Trustees shall appoint an elected member to be a liaison to and ex-officio member of the Executive Board of the ECC.
  - d. The Board of Trustees shall elect its own officers, develop its own procedural rules for approval by the Executive Board of the ECC, and file a copy of the approved rules with the corporate secretary of the ECC.
  - e. The Board of Trustees shall submit the following matters to the Executive Board of the ECC for approval: strategic plan; mission statement; major changes of policy; major borrowing; disposition, buying, leasing, selling, or encumbering of real property belonging to North Park University; mergers or dissolution of North Park University; creation of new affiliates and other related entities; amendments to the Articles of Incorporation and Bylaws of North Park University; compensation of the president of North Park University; fiscal year end; and designation of auditors.
  - f. The Board of Trustees shall submit a report to the Annual Meeting and shall submit to the Executive Board of the ECC any reports requested by the Executive Board of the ECC.
  - g. The Board of Trustees may submit requests for appropriations to be included in the annual ECC coordinated budget. These requests for appropriations shall be submitted to the vice president for finance of the ECC and the Council of Administrators for consideration in the preparation of the annual ECC coordinated budget. Each request for appropriations shall include a copy of the budget of North Park University.
  - h. Except as provided below with respect to full-time faculty members of North

Park Theological Seminary, instructors and administrative personnel of North Park University shall be engaged by the Board of Trustees.

i. The president of North Park University shall be its chief executive officer, an ex-officio member of the Board of Trustees, and an advisor to the Executive Board of the ECC.

i. The president of North Park University shall be recommended by the Board of Trustees, approved by the Executive Board of the ECC, and called by the Annual Meeting for an indefinite term.

ii. A president of North Park University who is succeeding an incumbent shall take office on September 1 in the year of the new president's call. If there is no incumbent, the new president may take office immediately upon call.

iii. The president of North Park University shall devote full-time service to this position.

j. The president and dean of North Park Theological Seminary shall be recommended by the Board of Trustees of North Park University, approved by the Executive Board of the ECC and the annual meeting of the Covenant Ministerium, and called by the Annual Meeting for an indefinite term. The president and dean of North Park Theological Seminary shall be an ordained or licensed ECC minister in good standing.

k. At least 75 percent of regular full-time seminary faculty members shall be ordained or licensed ministers in good standing with the body that granted the ordination or license. Each candidate for a regular full-time seminary position shall be recommended by the Board of Trustees, examined by the Board of the Ordered Ministry with respect to the candidate's Christian faith and understanding and support of ECC principles, and approved by the Executive Board of the ECC and the Annual Meeting. After approval, the faculty member's promotion and tenure shall be governed by the Board of Trustees of North Park University.

**Section 12.4. Covenant Development Corporation.** Covenant Development Corporation assists the ECC, the regional conferences, conference institutions, ECC congregations, and corporations established by the ECC in acquiring and developing real property for ministry, as stated in its Articles of Incorporation. The voting members of the Executive Board of the ECC are the corporate members of Covenant Development Corporation. The corporate members appoint the directors of Covenant Development Corporation.

**Section 12.5. National Covenant Properties.** National Covenant Properties provides short- and long-term financing to the ECC, the regional conferences, conference institutions, ECC congregations, and corporations established by the ECC, for the acquisition and development of real property for ministry, as stated in its Articles of Incorporation. The voting members of the Executive Board of the ECC are the corporate members of National Covenant Properties. The corporate members appoint the directors of National Covenant Properties.

**Section 12.6. Covenant Trust Company.** Covenant Trust Company is a non-depository trust company chartered and regulated by the Illinois Office of Banks and Real Estate, Bureau of Banks and Trust Companies. The voting members of the Executive Board of the ECC by proxy elect the directors of Covenant Trust Company.

**Section 12.7. Paul Carlson Medical Program, Inc.** Paul Carlson Medical Program, Inc., doing business as Paul Carlson Partnership, develops projects, programs, and facilities for medical services, public health services, child welfare services, community development activities, education, and research; raises funds to be used to accomplish the purposes to which Paul Carlson dedicated his life; and assures the ongoing witness to the love of God in Jesus Christ that characterized the life and death of Paul Carlson. The Evangelical Covenant Church is the corporate member of Paul Carlson Medical Program, Inc. The voting members of the Executive Board of the ECC elect the directors of Paul Carlson Medical Program, Inc.

## ARTICLE XIII

### **The Ordered Ministry**

**Section 13.1.** The Rules for the Ordered Ministry shall be developed by the Board of the Ordered Ministry, approved by the annual meeting of the Covenant Ministerium, and adopted by the Annual Meeting of the ECC. The Rules for the Ordered Ministry shall govern the Board of the Ordered Ministry and its work.

#### **Section 13.2. The Covenant Ministerium.**

a. The Covenant Ministerium consists of all ordained and licensed ministers, commissioned staff ministers, and consecrated missionaries of the ECC.

b. The Covenant Ministerium shall

- i. hold an annual meeting open to all of its members,
- ii. have its own constitution and bylaws which shall define the rights and privileges of the various categories of members of the Covenant Ministerium, and
- iii. elect its own officers, including a president who shall be an ordained minister of the ECC in good standing.

**Section 13.3.** The Board of the Ordered Ministry has general supervision over all ordained and licensed ministers, commissioned staff ministers, and consecrated missionaries of the ECC, including their ordination, license, commission, consecration, standing, and discipline, and the maintenance of high standards in their ministry.

## ARTICLE XIV

### **Commissions**

#### **Section 14.1. Standing Commissions.**

a. The Annual Meeting of the ECC shall establish standing commissions to work, study, and make recommendations on certain matters. The Annual Meeting or the Executive Board of the ECC shall determine the specific responsibilities of each standing commission.

b. Each standing commission shall consist of at least six members appointed by the Executive Board for terms of three years and any ex-officio members and advisors designated by the Executive Board. No appointed member of any standing commission shall serve more than two consecutive full terms on that commission.

c. Each standing commission shall establish working rules and submit them to the Executive Board of the ECC for approval in accordance with the policy established, present requests for annual funding to the Executive Board, meet at least once a year,

and submit all recommendations to the Executive Board for review prior to submission to the Annual Meeting.

d. Each standing commission shall be limited in duration to a term of five years unless the Annual Meeting takes action to extend its life for another term not to exceed five years. The Annual Meeting is not limited in the number of successive terms it may grant a standing commission. During the last year of a standing commission's term, commission members may present a rationale for continuance to the Executive Board, which shall then make a recommendation to the Annual Meeting.

e. The list of standing commissions of the ECC shall be kept current by the corporate secretary and published annually.

### **Section 14.2. Special Commissions.**

a. The Annual Meeting or the Executive Board of the ECC may establish special commissions to work, study, and make recommendations on certain matters. The Annual Meeting or the Executive Board of the ECC shall determine the specific responsibilities of each special commission.

b. Each special commission shall be limited in duration to a specific period of time which may be extended by the body that established it.

c. Each special commission shall consist of members appointed by the Executive Board and any ex-officio members and advisors designated by the Executive Board.

d. A list of the special commissions of the ECC shall be kept current by the corporate secretary and published annually.

### **Section 14.3. Commission on Pastoral Relations.**

a. The Commission on Pastoral Relations shall have no appointed members but shall consist of the following ex-officio members only: the president of the ECC, the executive vice president of the ECC, the executive minister of the ordered ministry, the executive minister of Christian formation, the executive minister of church growth and evangelism, the executive minister of world mission, and the president and dean of North Park Theological Seminary.

b. The conference superintendents shall be advisors to the Commission on Pastoral Relations.

## **ARTICLE XV Associations**

**Section 15.1. Definition.** Associations are voluntary groups of individuals, congregations, and ministries united for the purpose of fellowship, encouragement, and the advancement of a specific mission.

### **Section 15.2. Recognition.**

a. A group seeking to be recognized as an official association of the ECC shall make a written request for approval by the Executive Board. The Executive Board may withdraw recognition of an association.

b. The Executive Board shall approve all association constitutions and bylaws to ensure general agreement with the principles and policies of the ECC, and with this Constitution and Bylaws.

### **Section 15.3. Ethnic Associations.**

a. Ethnic associations shall encourage mutual fellowship, recruitment, and the development of congregations and ministries. Each ethnic association shall relate

to the broader ECC through the representation of its elected leadership and jointly recognized policies.

b. A list of ethnic associations shall be kept current and may be amended by the Executive Board or the Annual Meeting.

c. The chair of each ethnic association shall be an ex-officio member of a commission on ethnic ministries.

**Section 15.4. Other Associations.** The ECC has recognized the following associations: Association of Covenant Camps and Conference Centers, Association of Covenant Chaplains, and Association for Covenant Clergy Women.

## ARTICLE XVI

### **Amendments**

**Section 16.1.** Amendments to these Bylaws may be proposed in the following ways.

a. A delegate may introduce a proposed amendment to these Bylaws in writing at an Annual Meeting. Such proposed amendments cannot be acted upon until the next Annual Meeting.

b. The Executive Board of the ECC may propose an amendment to these Bylaws in writing at least ninety days prior to the Annual Meeting for action at that Annual Meeting.

**Section 16.2.** At least sixty days before the Annual Meeting when final action is to be taken on a proposed amendment to these Bylaws, the corporate secretary of the ECC shall send a copy of each proposed amendment to each ECC congregation and shall cause the text of each proposed amendment to be published in the official print publication of the ECC and in the electronic media that the ECC regularly uses for communication with ECC congregations and members of ECC congregations.

**Section 16.3.** A proposed amendment shall be adopted upon the affirmative vote of two-thirds of the delegates present and voting at the Annual Meeting.

## ARTICLE XVII

### **Indemnification and Insurance**

**Section 17.1.** As permitted or required by applicable law and as provided in these Bylaws, the ECC shall indemnify and provide liability insurance for any person acting as an officer, director, employee, or agent of the ECC or of any corporation or other entity established by the ECC. The Executive Board of the ECC shall adopt such policies and take such actions as may be necessary to carry out the provisions of this article.

## ARTICLE XVIII

### **Fiscal Year**

**Section 18.1.** The fiscal year of the ECC shall be determined by the Annual Meeting upon recommendation of the Executive Board of the ECC.

## ARTICLE XIX

### **Auditors**

**Section 19.1.** The accounts of the ECC shall be audited by a firm of certified public



accountants regularly doing business in the State of Illinois and approved by the Executive Board of the ECC.

## ARTICLE XX Rules and Procedures

**Section 20.1. Publication.** Rules, administrative procedures, and policies adopted by the ECC or any of its associations, boards, commissions, corporations, councils, or denominational ministries shall be made available through the office of the corporate secretary according to a policy approved by the Executive Board of the ECC and reported to the Annual Meeting.

**Section 20.2. Policies.** Specific policies shall be developed in accordance with this Constitution and Bylaws. These policies shall include, but not be limited to, policies concerning conflict resolution, compensation, ethnic representation, financial management, legal counsel, personnel, risk management, and the theological oversight of published material. All policies shall be approved by the Executive Board.

**Section 20.3. Interpretation.**

a. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the ECC in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the ECC may adopt.

b. The Glossary is part of these Bylaws and shall be used to interpret the Constitution and Bylaws of the ECC.

**Section 20.4.** All meetings and deliberations of the ECC shall be conducted in conscious dependence on God's leading through prayer. All decisions shall be made in accordance with mutually recognized biblical and theological principles of governance, and in spiritual discernment rooted in Christian love.

## GLOSSARY

**Advisor.** An advisor is a participant in the Annual Meeting, a board, commission, committee, or other body, who does not have a vote and who cannot make motions. All advisors are designated in the Constitution and Bylaws. Advisors have the privilege of participation in the sessions of the body to which they are advisors and may address the body, answer questions, or make suggestions and comments. A body meeting in executive session may choose to exclude any or all advisors. Advisors are not to be included in determining if a quorum is present. See Resource Person.

**Agent.** An agent is a person or group in the employ or service of the ECC to whom the ECC has given authority to act in the name of the ECC and who has a duty to account to the ECC for the performance of that employment or service.

**Bylaws.** The Bylaws contain more detailed information about the organization and structure of the ECC than does the Constitution. The Bylaws can be changed more readily than the Constitution, in order to respond in a more timely fashion to changing needs and situations.

**Call.** “Call” as it is used in the Constitution and Bylaws is not to be automatically understood as identical with the “call” of a pastor by a local congregation. A called member of the Council of Administrators has an indefinite term of office. When the Annual Meeting is voting on whether to call someone to a position there is no provision for additional nominations of candidates from the floor, as is the case with an election.

**Commission.** A commission is a body established by the Annual Meeting to coordinate, study, and make recommendations on matters assigned to it.

**Constitution.** The Constitution identifies the most permanent features of the organization and structure of the ECC. It requires more time to change than do the Bylaws so that major changes are made only after considerable deliberation.

**Convention of Delegates.** Convention of delegates is a parliamentary term used by *Robert's Rules of Order* to describe assemblies such as the annual meetings of the ECC and of the regional conferences. (See *Robert's Rules of Order Newly Revised*.) Note that in the ECC an Annual Meeting may meet in a special session and therefore more than once annually. Such a special meeting of the Annual Meeting would, however, be highly unusual.

**Corporate Member.** The Illinois General Not-for-Profit Corporation Act permits a not-for-profit corporation to have corporate “members” whose qualifications and rights (in particular, voting rights) are prescribed in the corporation’s articles of incorporation or bylaws.

**Delegate.** The annual meeting of the ECC or of a regional conference is made up of delegates, most of whom are sent to the meeting by congregations. Delegates have the right of full participation in the meeting and have all the rights and privileges assigned to them by Robert’s Rules of Order.

**Entity.** In the Constitution and Bylaws “entity” indicates permanent or ad hoc groups, organizations, departments, offices, and the like. It is deliberately broad in its scope and must be understood in context.

**Ex-officio.** An ex-officio member of a body is a full member with all the privileges and responsibilities of other members. An ex-officio member is a member of the body by virtue of holding an office, and is a member for the length of term in that office.

**Honorary Delegate.** An honorary delegate is an honored guest who is given that status by vote of the Annual Meeting. Honorary delegates have the same privileges and status as advisors.

**Liaison.** A liaison is a member of a board, committee, commission, or other body selected to represent that body at the meetings of another body. A liaison has the status of an advisor to the receiving body unless otherwise specifically stated in the Bylaws.

**Malfeasance.** Malfeasance is misconduct or wrongdoing; especially, wrongdoing that is illegal or contrary to official obligations.

**Member.** All Christians are members of the body of Christ. Each ECC congregation has individual members. The members of the ECC are its member congregations. So also, the members of a regional conference are its member congregations. Sometimes the participants in an annual meeting, a board, commission, or committee are referred to as members of such a body. Finally, not-for-profit corporations have corporate members as identified in their bylaws or articles of incorporation. Unless otherwise made clear in context, “member” is used in the Constitution and Bylaws to refer to the member congregations of the ECC.

**Misfeasance.** Misfeasance is the improper or unlawful execution of some act that in itself is lawful and proper.

**Observer.** An observer is someone who is registered as such and is given the privilege of observing the sessions of the Annual Meeting except when the Annual Meeting is meeting in executive session. Observers do not have voice or vote in the parliamentary sessions of the Annual Meeting.

**Preamble.** The Preamble of the Constitution of the ECC is an identifying statement that describes the ECC as a people and a movement. It does not seek to identify how the ECC is organized but, together with Articles II and IV of the Constitution, describes the distinctive character and confession of the ECC.

**Procedural Rules.** The procedural rules are the specific rules and procedures under which a board, committee, commission, or other body operates. These rules are of lesser authority than the Constitution and Bylaws of the ECC. The Bylaws specify how such rules are developed and approved.

**Regional Conferences.** Most Christian denominations have “middle judicatories.” In the ECC, these organizations are called “regional conferences.”

**Regional Mission Organization.** Some groupings of ECC congregations might not have sufficient strength to organize as regional conferences. Some geographical areas might not be adequately served by an existing regional conference. There may be, nevertheless, a need for structures to link together congregations for missional and administrative purposes, and to carry out some of the functions that regional

conferences provide to their member congregations on behalf of the ECC. The Constitution and Bylaws refer to such organizations as “regional mission organizations.”

**Resource Person.** A resource person is invited to participate in the Annual Meeting, a board, commission, committee, or other body for a specified purpose or agenda item or items by the action of the body. Resource persons may address the body, answer questions, or make suggestions and comments in relation to the specified purpose or agenda item or items. Resource persons do not have a vote and cannot make motions, and may be excused by the body at any time.

**Support Staff.** The support staff in a parliamentary session provide administrative assistance and are not participants in the body they are supporting, but may address the chair with questions or concerns that relate to their role and answer questions from the chair or other participants.

**World Mission Region.** The Annual Meeting of the ECC determines world mission regions for the sole purpose of deciding delegate representation at the Annual Meeting. The ECC ministry of world mission is not required to use the Annual Meeting’s determination of world mission regions for any other purpose.

*Constitution and Bylaws completely revised in 2001*

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