

Constitution of the Evangelical Covenant Church of Canada

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 love and 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, 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.

As a family of churches we affirm four core values: to be biblical, asking what does Scripture teach us; missional, asking where should we go and what should we do; devotional, asking what is the Spirit saying to our heart and soul; and connectional, asking how do we together work to extend the purposes and priorities of the Kingdom of God.

Introduction

The Evangelical Covenant Church of Canada, 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 of Canada is the convention of delegates known as the Annual General Meeting (AGM), which alone can adopt and amend the Constitution and Bylaws. The ECCC shall be governed by this Constitution and Bylaws, its Articles of Incorporation, and all applicable laws that govern the Evangelical Covenant Church of Canada.

ARTICLE I Name

The name of this organization shall be the Evangelical Covenant Church of Canada. Hereinafter, the Evangelical Covenant Church of Canada may be called the ECCC and the Evangelical Covenant Church be called the ECC.

ARTICLE II Confession

The ECCC 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 Establishment and Purpose

Section 3.1. The ECCC is a mission region of the ECC. As such, it is a separately incorporated association of ECC congregations, recognized in the bylaws of the ECC.

Section 3.2. As a mission region, the ECCC exists to serve its local churches and to minister on their behalf to better make known the good news of saving faith in Jesus Christ, to encourage a Christlike life among its members, and to carry out Christ's redeeming work of love, mercy, and justice in the world. These purposes find themselves worked out broadly in Christian education, acts of compassion and justice, church extension and through partnerships with like-minded Canadian charities and others as allowed through Canadian regulation.

Section 3.3. The ECCC is incorporated in various Canadian provinces and is a federally chartered denomination within the country of Canada. The ECCC is a not-for-profit organization and is incorporated in British Columbia, Alberta, Saskatchewan, Manitoba and Ontario. The delegates to the Annual General Meeting are the corporate members of the ECCC.

ARTICLE IV Territory

Section 4.1. The boundaries of the ECCC, as a mission region, shall be determined by the ECC Annual General Meeting, upon the recommendation of the Executive Board of the ECC after consultation with the ECCC.

Section 4.2. The territory assigned to the ECCC, as a denomination, comprises the country of Canada.

Article V Membership

Section 5.1. The ECCC is composed of Christian congregations united in faith and service.

Section 5.2. Membership is granted dually in both the ECCC and the ECC.

Section 5.3. Membership is open to Christian congregations that are in accord with the Preamble and Confession of the ECC, and that meet the requirements stated in the ECC Constitution and Bylaws, which

are repeated in this Constitution and Bylaws. A congregation seeking membership shall follow the procedure determined by the ECC Executive Board, which is repeated in these Bylaws.

Section 5.4. Membership is granted dually in both the ECCC and the ECC. A congregation cannot be a member of one without being a member of the other.

Section 5.5. Affiliated Ministries shall be those who, upon application to and affirmation of the ECCC Leadership Board, shall have standing at the ECCC AGM as stated in the Bylaws

Section 5.6.. Member congregations pledge mutually to support the principles, policies, programs of the ECCC and the ECC. This includes regular financial support of the ECCC and the ECC. The Constitution and Bylaws of member congregations shall be in general agreement with the principles of the ECC Preamble, Constitution, and Bylaws. Member congregations have freedom in the management of local matters.

Section 5.7. 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 and ECCC, according to the procedures stated in the Bylaws.

Section 5.8. A member congregation seeking to sever its affiliation with the ECC and ECCC shall follow the procedures stated in the Bylaws.

ARTICLE VI Officers

Section 6.1. One of the officers of the ECCC shall be the President/Superintendent. Other officers of the ECCC shall be a chair, vice-chair, treasurer, and secretary, who shall also serve in those capacities on the Leadership Board. The Bylaws may provide for other officers.

Section 6.2. Officers shall be selected according to the procedures stated in the Bylaws.

Section 6.3. Officers shall have duties and responsibilities provided in the Bylaws.

ARTICLE VII Annual General Meeting

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

Section 7.2. There shall be one regular session of the Annual General Meeting each year, the date of which shall be prior to the ECC Annual Meeting as determined by the ECC Executive Board. Provisions in the Bylaws may allow the ECCC Leadership Board to plan and oversee regionalized gatherings of official delegates as the AGM when electronic technology supports real time coordination of the meeting.

Section 7.3. As the highest deliberative and decision-making body of the ECCC, the Annual General 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 ECCC, receive and approve reports, amend the Constitution and Bylaws, conduct other such business as may properly come before it, and make decisions necessary to the mutual work of the ECCC, affiliated institutions, and the ECC, as provided in the Bylaws.

Section 7.4. Each ECCC congregation is entitled to send one or more delegates to the Annual General Meeting, as provided in the Bylaws. The ECCC President/Superintendent and elected members of the Leadership Board shall be ex-officio delegates. 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 General Meeting as provided in the Bylaws. Each delegate shall be a corporate member of the ECCC for the duration of that delegate's term.

Section 7.5. Special sessions of the Annual General Meeting may be called by the Leadership Board or by the President/Superintendent with the concurrence of the Leadership Board, or by a majority of the current delegates. At least thirty days before the date of each special meeting, the ECCC Leadership Board secretary 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 General Meeting.

ARTICLE VIII Leadership Board

Section 8.1. The Leadership Board shall be the agent of the Annual General Meeting in making decisions for, and otherwise acting on behalf of, the ECCC when the Annual General Meeting is not in session. This agency does not include powers reserved exclusively to the Annual General Meeting by the constitution and bylaws or by decision of the Annual General Meeting. The Leadership Board shall be responsible to the Annual General Meeting for its decisions and actions.

Section 8.2. The Leadership Board shall be responsible for ensuring that all matters required to be brought to the Annual General Meeting under this constitution and bylaws are in fact brought to the Annual General Meeting.

Section 8.3. The Leadership Board shall have the authority and responsibility for ensuring that the policies, procedures, and actions of the ECCC comply with this constitution and bylaws.

Section 8.4. The Leadership Board shall have the authority and responsibility for ensuring that the officers and staff of the ECCC comply with this constitution and bylaws.

Section 8.5. The Annual General Meeting shall elect members of the Leadership Board as provided in the bylaws.

Section 8.6. The President/Superintendent shall be an ex-officio member of the Leadership Board. The Bylaws may provide for additional ex-officio members, as well as for advisors.

Section 8.7. The Leadership Board may establish committees and otherwise organize itself for the accomplishment of its assignments.

Section 8.8. Additional responsibilities for the Leadership Board shall be delineated in the Bylaws.

ARTICLE IX Ministries

The ECCC may establish ministries for specific missions and purposes of the ECCC. These shall be in cooperation with each other, the congregations, the ECC, and affiliated corporations and institutions. ECCC ministries shall be recognized and organized according to provisions identified in the bylaws.

ARTICLE X The President/Superintendent

The President/Superintendent shall be the pastor and chief executive officer of the ECCC and its mission, with responsibilities delineated in the bylaws. The President/Superintendent shall be an ex-officio member of the Leadership Board and all other administrative entities aligned with the ECCC. For interdenominational and legal purposes within Canada the title of President shall be used. The President/Superintendent shall be elected according to provisions in the Bylaws.

ARTICLE XI Corporations and Institutions

Section 11.1. The ECCC may establish corporations and institutions to be responsible for specific missions and purposes of the ECCC, in cooperation with each other, the member congregations, and the ECC.

Section 11.2. Each corporation and institution established by the ECCC shall be identified in the Bylaws.

Section 11.3. Each corporation and institution established by the ECCC shall have officers and boards of directors as required by law and provided in the Bylaws. The President/Superintendent shall be an ex-officio member of the Board of Directors of each corporation and institution established by the ECCC.

ARTICLE XII Asset Resolution and Distribution of Assets

Section 12.1. In case of schism within the ECCC, all property and other assets belonging to the ECCC shall belong to the group that upholds and adheres to this constitution and bylaws as determined by the ECC Executive Board within the limits of Canadian law.

Section 12.2. Should the ECCC be dissolved or diminish to less than ten member churches, all decisions related to right, title, and interest to the property, real, personal, tangible, and intangible, and other assets shall pass to the ECC within the limits of Canadian law.

Section 12.3. A member church which withdraws or is dismissed from this ECCC and the ECC shall be subject to immediate payment of all loans, grants, or property received from the ECCC and the ECC. The church shall also forfeit all rights to ECCC and ECC property.

ARTICLE XIII Amendments

Section 13.1. Proposed amendments to this constitution shall be introduced in writing at an Annual General Meeting, but may not be acted upon until the next Annual General Meeting, and for adoption must receive the affirmative vote of two-thirds of all the accredited delegates present and voting at the Annual General Meeting.

Section 13.2. Proposed amendments to this constitution and bylaws shall be in harmony with the ECC Constitution and Bylaws and shall be approved by the ECC Executive Board.

Section 14.3. The secretary shall have proposed amendments published in an official publication of the ECCC and shall transmit them electronically or by hard copy to each source of delegates at least thirty days prior to the Annual General Meeting, at which final action is to be taken.

Bylaws of the ECCC Constitution

ARTICLE I Membership

Section 1.1. Admission to Membership. A congregation seeking membership in the ECCC shall apply for membership in the ECCC and the ECC concurrently. The application shall be made at least one month prior to the Annual General Meeting of the ECCC on a form provided by the ECC. In order for the applying congregation to become a member of the ECCC and the ECC, the membership application must be approved by the ECCC Leadership Board, the ECCC Annual General Meeting, the Executive Board of the ECC, and the Annual General Meeting of the ECC, in that order. Upon approval by the Annual Meeting of the ECC, a congregation shall simultaneously become a member of the ECC and of the ECCC. The ECCC and the ECC shall maintain a roster of member congregations.

Section 1.2. Involuntary Dismissal from Membership.

- a. Charges that a congregation is out of harmony with the ECCC shall be presented to the ECCC Leadership Board, which shall immediately inform the Executive Board of the ECC and the President of the ECC of the charges.
 - i. If the ECCC Leadership Board finds the charges to be credible, the ECCC Leadership Board shall seek to guide the congregation into harmony with the ECCC and ECC. The ECCC Leadership 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 ECCC, 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 General Meeting of the ECC.
 - iii. The Annual General Meeting of the ECC shall vote on the recommendation of the ECC Executive Board.
 - iv. If a congregation is dismissed from membership in the ECC by action of the Annual General Meeting of the ECC, its membership in the ECCC shall also be terminated.
- b. In all cases, member congregations shall have opportunity to defend themselves before the ECCC Leadership Board, the Executive Board of the ECC, and the Annual General Meeting of the ECC.

Section 1.3. Voluntary Dismissal from Membership.

- a. A congregation seeking to terminate its membership in the ECCC shall signify its intention, in writing, to the ECCC Leadership Board at least one month prior to the ECCC Annual General Meeting. Action on such a request shall take place in the following sequence:
 - i. the ECCC President/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 ECCC Leadership Board shall make a report and recommendation to the Annual General Meeting of the ECCC regarding the request of the congregation to terminate its membership;
 - iii. the ECCC Annual General 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 of the ECC shall make a report and recommendation to the Annual General Meeting of the ECC regarding the request of the congregation to terminate its membership; and
 - v. the Annual General Meeting of the ECC shall vote on the recommendation of the Executive Board of the ECC. If the Annual General Meeting of the ECC decides to terminate the

membership of the congregation, the congregation's membership in the ECC and in the regional ECCC shall be terminated.

Section 1.4. Disbanded Congregations. Recommendations regarding the removal from membership of congregations that have disbanded shall come to the Annual General Meeting of the ECC from the Executive Board of the ECC upon prior recommendation of the ECCC Leadership Board and the ECCC Annual General Meeting.

Section 1.5. Use of the ECCC and 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 ECCC and ECC, and shall not represent itself as being a member of the ECCC or ECC.

ARTICLE II The Annual General Meeting

Section 2.1. The Leadership Board shall designate the time and place of each Annual General Meeting, which shall be held prior to the ECC Annual General Meeting.

Section 2.2. Delegates.

- a. Member congregations shall be entitled to representation as follows: congregations up to 49 members, two delegates; congregations with 50 to 100 members, three delegates; congregations with 101 to 300 members, four delegates; congregations with 301 or more members, five delegates.
- b. All staff persons holding Covenant Ministerial Credentials shall be delegates (in addition to the general delegates as provided in 2.2.a).
- c. Associate Superintendents or Directors, President/Superintendent and members of the Leadership Board shall be ex-officio delegates.
- d. Each association recognized by the ECCC shall be entitled to two delegates.
- e. Each Affiliated Ministry, corporation and/or institution shall be entitled to two delegates.
- f. Each delegate to an Annual General Meeting shall be a member of a ECCC congregation. Delegates representing member congregations shall be members of the congregation they represent.
- g. The names of all delegates and alternate delegates shall be registered with the secretary prior to the Annual General Meeting
- h. Honorary delegates may be recognized by the Annual General Meeting. Honorary delegates shall be presented by the Leadership Board and shall be advisors (voice not vote) to the Annual General Meeting.

Section 2.3. Registration, Certification and Term.

- a. The Annual General Meeting shall consist of the registered delegates whose credentials have been certified by the committee on credentials appointed by the Chair. When approved by the Annual General Meeting, this list shall constitute the official roster of the Annual General Meeting.

- b. Certified delegates and alternates shall serve until the start of the next Annual General Meeting.

Section 2.4. The Agenda and Standing Rules.

- a. Agenda.
 - i. The agenda to be presented to the Annual Meeting shall be prepared and approved by the Leadership Board through consultation with the President/Superintendent.
 - ii. As the highest deliberative and decision-making body of the ECCC, the Annual General Meeting shall recommend to the ECC the admission and dismissal of congregations, elect or call persons to leadership positions as provided in these Bylaws, approve the budget of the ECCC, receive and approve reports, and make other decisions necessary to the mutual work of the ECCC, the ECC, and affiliated institutions and corporations, as provided in these Bylaws.
 - iii. Copies of the proposed agenda shall be available to delegates when they arrive at the Annual General Meeting.
 - iv. Items of business that are not on the proposed 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.
- b. Standing Rules.
 - i. Standing rules shall be prepared by the Leadership Board, and adopted by the Annual General Meeting.
 - ii. Copies of the proposed standing rules shall be available to delegates when they arrive at the Annual General Meeting.
 - iii. The current edition of Bourinot's Rules of Order shall instruct the proceedings, except where standing rules so direct.

Section 2.5. Proxy Votes

- a. Determination. The Leadership Board of the ECCC shall determine issues and decisions where proxy votes shall be allowed at an Annual General Meeting. Delegates and congregations shall be informed at least 45 days in advance of the opportunity and process for proxy voting and upon request the ECCC office shall provide official proxy vote forms. Proxy votes must be received by the ECCC Leadership Board chair prior to the start of the AGM.

Section 2.6. Regionalized Meetings

- a. Determination. The Leadership Board of the ECCC shall determine when the AGM shall be held in regionalized centres. This decision shall be announced at the AGM prior to the regionalized gathering.
- b. Oversight. At least three members of the Leadership Board shall be present at each regionalized site. The gatherings shall be coordinated by the Leadership Board. The President/Superintendent shall be present at each of the sites unless travel between sites is not possible.
- c. Frequency. Regionalized gatherings shall not happen in successive years.
- d. Technology. Both audio and video technology must be utilized during times of official voting during regionalized meetings.

ARTICLE III Officers

Section 3.1. The President/Superintendent.

- a. Responsibilities. The President/Superintendent shall be the pastor and chief executive officer of the ECCC, supervising and promoting its work in accordance with the decisions of the Annual General Meeting, and under the direction of the Leadership Board. In accomplishing such, the President/Superintendent shall provide particular leadership in the areas of mission, pastoral care,

congregational support, executive operations, and coordination with the ministries and resources of the ECC. The President/Superintendent shall provide personnel supervision for all positions employed by the ECCC. The President/Superintendent shall submit a written report to the Annual General Meeting. The President/Superintendent may sign all necessary legal documents as required by law. The signature of the President/Superintendent, when accompanied by the official seal of the ECCC shall be the only signature required for official and legal documents.

- b. **Administrative Assignments.** The President/Superintendent shall be an ex-officio (voice and vote) member of the Leadership Board except when the Leadership Board is acting as the Nominating Committee for naming candidates for the office of ECCC President/Superintendent, in which case the President/Superintendent shall not participate, and except when the Leadership Board is performing a job appraisal for the President/Superintendent, in which case the Board may meet in executive session apart from the President/Superintendent and other ex-officio members and advisors. The President/Superintendent shall be an ex-officio member of all boards, commissions, committees, institutions, and corporations of the ECCC.
- c. **Candidates Nominated for ECCC President/Superintendent** shall be ordained ministers of the ECC in good standing. The Leadership Board shall serve as the Search Committee. The Leadership Board shall put forward one nominee after the concurrence of the Executive Board of the ECC. The President of the ECC (or his/her designate) shall serve as an advisor to the process for the selection of a nominee, with privilege of attendance, voice, and vote at all meetings.
- d. **Election.** A two-thirds vote of the delegates present and voting shall be required for election. All voting shall be by written ballot. Should the candidate fail to receive the required vote, the position shall be filled temporarily under Section 3.1.m of this article. A new nomination process for the permanent position shall proceed according to Section 3.1.c of this article.
- e. **Contract.** The ECCC Leadership Board shall be responsible for the employment contract of the ECCC President/Superintendent and shall ensure the document is signed and executed by both parties.
- f. **Installation.** The ECCC President/Superintendent shall be installed in office at an Annual Meeting of the ECC and assume office on a date determined by the ECCC Leadership Board.
- g. **Term and Tenure.** The President/Superintendent shall serve for a term of 4 years. The President/Superintendent may be re-nominated for subsequent terms. There shall be a limit of five (5) consecutive terms for the office of President/Superintendent.
- h. **Suspension.**
 - i. By vote of two-thirds of its elected members, the Leadership Board may suspend the President/Superintendent. The Leadership Board may lift the suspension by vote of two-thirds of its elected members.
 - ii. Causes for suspension include failure to perform duties, malfeasance, misfeasance, immorality, indiscretion, unethical behavior, doctrinal error, breach of a fiduciary duty owed to the ECCC/ECC, breach of a duty of confidentiality owed to the ECCC/ECC, or breach of a duty of loyalty owed to the ECCC/ECC.
 - iii. Suspension may be with or without pay as the Leadership Board may determine or as determined through terms of the employment contract.
 - iv. After a suspension, the Leadership 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 General Meeting following suspension, the Leadership Board shall submit the matter to the Annual General Meeting, which shall either remove the suspended person for cause by majority vote or reinstate the suspended person with or without back pay. The Leadership Board may, in its discretion, submit the matter to the Annual General Meeting at the first Annual General Meeting following suspension.
- i. Vacancies. The Leadership Board shall declare the position of President/Superintendent vacant upon the removal, resignation, permanent incapacity, or death of the person holding that position.
- j. Removal. The President/Superintendent can be removed only by majority vote of the Annual General Meeting.
- k. Resignation. The President/Superintendent may resign upon written notice to the Leadership Board.
- l. Permanent Incapacity. The Leadership Board shall develop a policy for determining permanent incapacity.
- m. Filling Vacancies. In the event of a vacancy in the position of President/Superintendent, the Leadership Board shall appoint an acting President/Superintendent. The acting President/Superintendent shall perform all the duties of the President/Superintendent, and when so acting shall have all the powers of and be subject to all the limitations of the President/Superintendent. The permanent position shall be filled in a reasonable and expeditious time period.

Section 3.2. Chair. The Chair shall preside over all meetings of the Leadership Board and sessions of the Annual General Meeting, sign all necessary legal documents on behalf of the ECCC, and provide that all measures adopted by the Leadership Board or the Annual General Meeting are properly executed.

Section 3.3. Vice-Chair. The Vice-Chair shall assist the Chair and serve as the Chair when the Chair is absent or unable to perform the duties of the Chair. The Vice-Chair shall chair the Personnel Committee of the Leadership Board.

Section 3.4. Secretary. The Secretary shall perform the duties of a corporate secretary. The Secretary shall record and preserve minutes from each meeting of the Leadership Board and Annual General Meeting, sign all necessary legal documents as required by law, and attend to such correspondence as is necessary to carry out the decisions of the Annual General Meeting and Leadership Board.

Section 3.5. Treasurer. The Treasurer shall perform the general duties of a corporate treasurer as the responsible financial officer of the ECCC. The Treasurer shall submit complete and accurate reports on ECCC finances to the Leadership Board and to the Annual General Meeting. The Treasurer shall chair the Finance Committee of the Leadership Board.

ARTICLE IV Leadership Board

Section 4.1. Duties and Responsibilities of the Leadership Board. The Leadership Board shall coordinate and implement the common mission of the ECCC as developed and articulated by the Annual General Meeting, this Constitution and Bylaws, and the mission planning processes of the ECCC and ECC. The

Leadership 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 Leadership Board shall

- a. be responsible for ensuring that the policies and decisions of the Annual General Meeting are carried out;
- b. approve an agenda for each session of the Annual General Meeting and recommend it to the Annual General Meeting;
- c. approve a proposed annual budget for the ECCC and recommend it to the Annual General Meeting;
- d. determine policies and procedures for the appointment and termination of ECCC staff, including establishment of salaries and other terms of employment of all employees of the ECCC;
- e. assign ex-officio and advisor responsibilities for ECCC staff on boards, commissions, and committees consistent with other provisions in the bylaws;
- f. delegate such responsibility for the administration of the ECCC as may be required by the temporary absence or temporary incapacity of an officer or staff member of the ECCC, unless otherwise specified in these Bylaws;
- g. approve the fiscal policy of the ECCC;
- h. approve the acquisition, encumbrance, and disposition of the property and assets of the ECCC;
- i. promote coordination among the ECCC, the ministries of the ECC, and the corporations and institutions of both;
- j. approve the salaries of those in service to the ECCC;
- k. approve the salaries of the executive leader of any affiliated corporations or institutions;
- l. adopt a policy concerning insurance coverage and risk management practices for the ECCC;
- m. establish ECCC ministries;
- n. approve standing for Affiliated Ministries such as new church developments and ministries with affinity to the ECCC who add value and voice to the AGM;
- o. recommend the establishment of commissions to the Annual General Meeting when needed to accomplish ECCC ministries;
- p. be known as the Board of Directors or Trustees of the ECCC when law or legal instruments require action by the Board of Directors or Trustees of the ECCC;
- q. comply with and be responsible for ensuring that the ECCC complies with all applicable laws;
- r. appoint members to fill unexpired terms on the Leadership Board, commissions, and committees of the ECCC; and

- s. organize among itself committees necessary to accomplish its task; and
- s. perform other duties consistent with, and as set forth in these bylaws.

Section 4.2. Composition, Selection and Term of the Leadership Board.

- a. Number and Composition.
 - i. The Leadership Board shall have six to nine members elected by the Annual General Meeting, determined by the Annual General Meeting upon recommendation of the Leadership Board.
 - ii. The composition shall be reflective of the constituencies of the Conference, particularly geographic representation. No congregation shall have more than one elected members.
 - iii. At least two thirds of the elected members of the Leadership Board shall be lay. At least two of the elected members of the Leadership Board shall be clergy.
 - iv. The President/Superintendent shall be an ex-officio member of the Leadership Board.
 - v. The ECCC representative to the ECC Executive Board shall be an ex-officio member of the Leadership Board.
 - vi. The Leadership Board may designate additional advisors from the ECCC staff.
- b. Term of Office. Each elected member of the Leadership Board shall be elected for a term of three years. Each term shall begin immediately following the Annual General Meeting at which the member was elected. Terms shall be staggered in such a way that no more than one-third of the Leadership 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 Leadership Board shall not be elected for more than two consecutive three-year terms.

Section 4.3. Officers of the Leadership Board. The Leadership Board shall elect a chair, vice chair, secretary and treasurer from among its elected members. These officers shall also serve in the same capacity for the Annual General Meeting.

Section 4.4. Meetings.

- a. The Leadership Board shall hold at least two regular (face to face) meetings in each calendar year. Notice of each regular meeting shall be sent to each member of the Leadership Board at least thirty days in advance.
- b. The Leadership Board may hold special meetings. A special meeting may be called upon the written approval of four elected members of the Leadership Board, by the chair, or by the President/Superintendent. Notice of each special meeting shall be sent to each member of the Leadership Board at least fourteen days in advance, except in emergencies. Special meetings may be held face to face or through tele-conference or via other appropriate technologies.
- c. A majority of the elected and ex-officio members of the Leadership Board shall constitute a quorum for any regular or special meeting of the Board or its committees.
- d. At any meeting, the Leadership Board may hold executive in-camera sessions from which any or all advisors may be excluded.
- e. When the Leadership Board is reviewing the performance or compensation of the President/Superintendent, the Leadership Board shall exclude from its meeting the

President/Superintendent and may exclude other ex-officio members or advisors. The President of the ECC (or his/her designate) shall not be excluded.

Section 4.5. Liaisons from the Leadership Board. The Leadership Board shall appoint elected members of the Leadership Board to serve as liaisons to and ex-officio members of the ministry teams of the ECCC. Each ministry team shall have only one ex-officio member from the Leadership Board. A member of the Leadership Board may serve as liaison to only one commission.

Section 4.6. Standing Administrative Committee. The Leadership Board shall have the following standing administrative committees: Finance and Personnel. Each standing administrative committee shall have two members who are elected members of the Leadership Board and up to two additional members appointed by the Leadership Board.

- a. Finance Committee. The Finance Committee shall:
 - i. develop and recommend to the Leadership Board policies concerning the financial governance of the ECCC;
 - ii. make recommendations concerning financial matters for which the Leadership Board is responsible; and
 - iii. take any actions delegated to it by the Leadership Board that can legally be delegated to it.
- b. Personnel Committee. The Personnel Committee shall:
 - i. develop and recommend to the Leadership Board policies concerning the employment, performance, and compensation of officers and employees of the ECCC;
 - ii. review and make recommendations concerning the performance and compensation of the President/Superintendent and other executive staff of the ECCC;
 - iii. review and make recommendations concerning the compensation of any other persons whose compensation is required to be approved by the Leadership Board; and
 - iv. take any actions delegated to it by the Leadership Board that can legally be delegated to it.

ARTICLE V ECCC Ministries

Section 5.1. The Leadership Board, as the agent of the Annual General Meeting, may establish and govern particular ministries to accomplish the mission of the ECCC.

Section 5.2. Ministry Teams.

- a. The Leadership Board may establish ministry teams to coordinate and make recommendations on ECCC ministries assigned to them. The Leadership Board shall delineate the scope of the responsibilities for each Ministry Team.
- b. Each Ministry Team shall consist of at least five members.
- c. Each Ministry Team shall establish working rules and submit them to the Leadership Board for approval, meet at least once a year, submit recommendations to the Leadership Board, present reports to the meetings of the Leadership Board, and present a written report to Annual General Meeting.
- d. The list of Ministry Teams shall be kept current by the secretary and published annually.

Section 5.4. Permanent Committees.

- a. The Annual General Meeting may establish permanent committees. These shall be identified in this article of the Bylaws, including responsibilities, composition, selection and accountability.

- b. Nominating Committee.
 - i. The Nominating Committee shall prepare the ballot for the Annual General Meeting with one nominee for each elected Leadership Board position. One additional candidate may be nominated from the floor, with a maximum of two candidates per elected position. If more than one additional candidate is nominated from the floor, a vote shall be held among those so nominated. The nominee with the plurality of votes shall stand on the ballot along with the Nominating Committee nominee. For a nomination from the floor to be valid the delegate presenting the name must have permission of the individual nominated and must provide a written profile of the nominee for the delegates. The nominee must be presented in writing to the Secretary at the beginning of the Annual General Meeting.
 - (a) Voting shall be accomplished by written ballot. A majority vote shall be needed for election. In the event of more than two nominees where no majority is received, a runoff shall be held between the two candidates receiving the largest number of votes.
 - ii. The Nominating Committee shall be appointed by the Leadership Board. It shall consist of a Leadership Board member as chair plus two additional members who are not on the Leadership Board.

ARTICLE VI Institutions, Corporations, and Associations

Section 6.1. Institutions and Corporations. Upon recommendation of the Leadership Board, the Annual General Meeting may establish institutions and corporations to help accomplish the mission of the ECCC. These Bylaws shall be amended to add and include the name, purpose, matters requiring Leadership Board approval, and matters requiring ECCC Annual General Meeting approval, for each institution or corporation.

Section 6.2 Associations. Associations are self-governing voluntary groups of individuals, congregations, and ministries united for the purpose of fellowship, encouragement, and the advancement of a specific mission. A group seeking to be recognized as an official association by the ECCC shall make a written request for approval by the Leadership Board. The Leadership Board may withdraw recognition of an association.

ARTICLE VII Amendments

Section 7.1. Proposed amendments shall be in general harmony with the ECC and ECCC Constitution and Bylaws.

Section 7.2. 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 General Meeting.
- b. A member of the Leadership Board may propose an amendment to these Bylaws in writing at least 60 days prior to the scheduled Leadership Board Meeting for action at that Annual Meeting.

Section 7.3. At least thirty days before the Annual General Meeting when final action is to be taken on a proposed amendment to these Bylaws, the secretary or ECCC office shall send a copy of each proposed amendment to each congregation and shall cause the text of each proposed amendment to be published in an official publication of the Conference and/or in any electronic media that the ECCC regularly uses for communication with member congregations and members of the board.

Section 7.4. A proposed amendment shall be adopted upon the affirmative vote of two-thirds of the delegates present and voting at the Annual Meeting Leadership Board when a quorum is present.

ARTICLE VIII Indemnification and Insurance

Section 8.1. As permitted or required by applicable law and as provided in these Bylaws, the ECCC shall indemnify and provide liability insurance for any person acting as an officer, director, employee, or agent of the ECCC or of any corporation or other entity established by the ECCC. The Leadership Board of the ECCC shall adopt such policies and take such actions as may be necessary to carry out the provisions of this article.

ARTICLE IX Fiscal Year

Section 9.1. The fiscal year shall be determined by the Annual General Meeting upon recommendation of the Leadership Board.

ARTICLE X Auditors Annual Financial Audit

Section 10.1. The accounts of the ECCC shall be submitted for a Financial Audit by a chartered accountant and approved by the Leadership Board.