

Pacific Southwest District
of the
Church of the Brethren

Constitution
and
By-Laws

Adopted October 13, 1990

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(Quorum & Standing Committee Alternate)

**Pacific Southwest District
of the Church of the Brethren**

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1 Pacific Southwest District of the Church of the Brethren

2
3 **Constitution**

4 Adopted October 13, 1990

9/11/06 printing

5
6 **Mission Statement**

7
8 We, the members of the Church of the Brethren in the Pacific Southwest District, in order to
9 promote the work and mission of Jesus Christ through the Church of the Brethren, to enhance the
10 worship of God and the witness of our denomination to the saving grace and love of God, and to
11 glorify God through the Church, do establish this Constitution for the Pacific Southwest District
12 of the Church of the Brethren.

13
14 **Article I. Name and Boundaries**

15
16 The name of this corporation is "Pacific Southwest District of the Church of the Brethren"
17 (hereinafter "the District"). From 1964 to 1990 the corporation was named Pacific Southwest
18 Conference, which was created from a consolidation in 1964 of the two corporations titled
19 Northern California District of the Church of the Brethren and the District of Southern California
20 and Arizona.

21
22 Pacific Southwest District embraces all of the congregations of the Church of the Brethren
23 in Arizona and California and any additional area which may be properly designated by the
24 District Conference and approved by the Standing Committee of Annual Conference.

25
26 **Article II. Incorporation**

27
28 Pacific Southwest District is incorporated under and pursuant to the Religious Corporation
29 Act of the State of California and is not formed for any financial profit. The principal place of
30 business of this corporation is in La Verne, California, Los Angeles County, or such other place
31 as the District Board of Administration (hereinafter "the Board") may determine. The affairs of
32 the corporation are managed by the District Board. The Board chair, vice-chair and District
33 Executive Minister serving as secretary of the corporation are the legal officers of the corporation.
34 All legal documents shall be signed by two of the officers.

35
36 **Article III. Purpose**

37
38 The purpose of the Pacific Southwest District is to coordinate and promote the religious
39 and business activities of the Church of the Brethren in the District and of other religious
40 organizations as they relate to the activities of the Church of the Brethren in the District
41 consistent with the polity of the Church of the Brethren as established by Annual Conference.

1 **Article IV. Member Churches**

2
3 All Church of the Brethren congregations which are recognized by the District as organized
4 churches are member churches of the District.

5
6 **Article V. Property and Assets**

7
8 The title to all District property will be held in trust by the Pacific Southwest District Board
9 of Administration (hereinafter "the Board") for the teaching and dissemination of the gospel of
10 Jesus Christ, according to the beliefs, practices, and doctrines of the Church of the Brethren, as
11 set forth by Annual Conference.

12
13 **Article VI. Organizational Structure**

14
15 **A. District Conference**, which meets annually, is the final authority of the District on
16 policy, program, and procedure. The delegate body is composed of representatives of
17 each member church.

18
19 **B. Board of Administration.** The Board manages and administers the work of the
20 District as authorized by District Conference and employs executive personnel to
21 implement the work of the Board.

22
23 **Article VII. Related Institutions**

24
25 The District may enter into relationship with separately organized and incorporated Church
26 of the Brethren institutions such as camps, homes for the aging, colleges, and other institutions
27 of interest to the District. In each instance there shall be mutual agreement between the District
28 and the institution as to the nature of the relationship.

29
30 **Article VIII. Fiscal and Organizational Year**

31
32 The organizational year is from the close of one annual District Conference through the
33 close of the next annual District Conference. The fiscal year is January 1 through December 31.

34
35 **Article IX. Amendments**

36
37 This Constitution may be amended by a majority vote of the delegates present at a District
38 Conference. Proposed amendments must be distributed to the delegates at least two weeks before
39 the delegate body convenes for business.

1 Pacific Southwest District of the Church of the Brethren

2
3 **By-Laws**

4 Adopted October 13, 1990, rev. 10/7/95, 10/12/96, 10/9/99,10/14/00, 10/6/01, 10/30/04, 10/8/05 9/11/06 printing

5
6 **Article I. Geographical Sections**

7
8 The Pacific Southwest District of the Church of the Brethren (hereinafter "the District")
9 is divided into geographical sections. The determination of the sections and any changes in the
10 designated sections is made by the District Board of Administration (hereinafter "the Board").
11

12 Each section functions as a smaller, more compact unit of the District for the purpose of
13 enhancing fellowship, inspiration, leadership recruitment and training, and promotion of District
14 and General Board programs.
15

16 **Article II. District Conference**

17
18 **A. Purpose.** District Conference is a mass meeting to which delegates and other
19 interested persons from the member congregations come in business sessions and for
20 purposes of worship, education and fellowship. The District Conference projects the
21 program of the District as it relates to the General Board and other denominational
22 agencies. It approves new programs and the budget. Through its delegates, it interprets
23 and promotes the decisions of the District Conference to the local congregations.
24

25 **B. Delegate Body.** All members of churches in the District have the privilege of moving
26 and discussing the business of District Conference; however, only the official
27 delegates have the right to vote. Any member of a Church of the Brethren
28 congregation in the District may serve as a delegate. Congregational representatives
29 are selected by their congregations.
30

31 **C. Representation.** Each congregation having a membership of two hundred or less may
32 have four delegates; two congregational representatives, one pastor, and the church
33 board chair. Congregations having more than two hundred members may have an
34 additional congregational representative for each two hundred members or fraction
35 thereof.
36

37 **D. Tenure.** The term of office for a congregational representative is two years. Delegates'
38 duties begin when they are seated at District Conference. Terms of delegates from a
39 congregation should be staggered so that a church does not elect all new
40 congregational representatives in any year.
41

42 **E. Officers and Duties.** Officers of the District Conference are the Moderator, the
43 Moderator-elect, and the Clerk. The Board chair and the District Executive Minister(s)
44 are ex-officio.

1 **E. Officers and Duties. (continued)**
2

3 **1. The Moderator**

4 **a. Qualifications.** The moderator must be a member of a Church of the
5 Brethren congregation within the District for at least one year prior to
6 election, may not serve concurrently as an elected member on the Board, and
7 must have demonstrated leadership ability.

8 **b. Election and Tenure.** The moderator is normally elevated from the position
9 of moderator-elect and takes office immediately following the District
10 Conference at which s/he served as moderator-elect or in the case of a
11 vacancy in the office. S/he serves for a one-year term and then becomes
12 ineligible for reelection as moderator-elect for four years. Should the office
13 of moderator become vacant, the moderator-elect succeeds to the office for
14 the remainder of the term.

15 **c. Duties.** The moderator prepares the agenda for District Conference, in
16 cooperation with the officers of District Conference; becomes familiar with
17 parliamentary procedure; presides at the business sessions of the District
18 Conference; appoints tellers and timekeeper; serves on all District
19 committees and on the Board as an ex-officio member, with the exception of
20 The Shalom Team; studies the needs and program of the District and makes
21 reports and recommendations to the Board; may deliver a moderator's address
22 at the annual District Conference; and is an ex-officio member (without vote)
23 on the Board of Directors of Brethren Hillcrest Homes.

24
25 **2. The Moderator-elect**

26 **a. Qualifications.** The same qualifications are required of the moderator-elect
27 as for the moderator.

28 **b. Tenure.** The moderator-elect serves for one year and then assumes the office
29 of moderator. If the moderator-elect serves as moderator during the entire
30 District Conference, s/he is presumed to have served as moderator and would
31 not continue during the next year. At that District Conference a moderator
32 and a moderator-elect would be elected.

33 **c. Duties.** The moderator-elect performs all the duties of the moderator when
34 the moderator is unable to serve; may assist at the moderator's request in
35 presiding over a portion of the business session; contacts local leaders and
36 congregations in the interest of the District program; represents the moderator
37 on inter-church agencies and serves as an ex-officio member of the Board and
38 the Executive Committee; and serves as a member of the District Conference
39 Program Committee and will convene its first meeting.

1 **E. Officers and Duties. (continued)**
2

3 **3. The Clerk**

4 **a. Qualifications.** The Clerk must be a member of the Church of the Brethren
5 within the District at least one year prior to election.

6 **b. Election and Tenure.** The Clerk is elected for a three-year term and may
7 serve two consecutive terms. The term begins immediately following the
8 District Conference at which s/he is elected.

9 **c. Duties.** The Clerk serves on the Nominating Committee; records the minutes
10 of the District Conference, and in cooperation with the District Executive
11 Minister(s) prepares the minutes for publication and distribution to the local
12 congregations; forwards to the Annual Conference secretary any queries
13 passed to Annual Conference by the District Conference; assists in the
14 interpretation of the minutes of the District Conference; serves as an
15 ex-officio member of the Board and its Executive Committee; and records the
16 minutes of the Board of Administration and Executive Committee.
17

18 **F. Time and Place.** District Conference is held annually in October or November as
19 determined by the Board.
20

21 The location of the meeting is determined by the District Conference, alternating in
22 the northern and southern areas of the District when possible.
23

24 All sessions of the District Conference are open to those present, except when the
25 delegate body convenes in closed session. Special meetings may be called at the
26 discretion of the District Conference officers in consultation with the Board.
27

28 **G. Rules of Order.** The moderator conducts the business according to Robert's Rules of
29 Order, which will be the standard for any point not covered in the Constitution and
30 By-Laws.
31

32 Nominations from the floor must have the prior consent of the nominee.
33

34 Length and number of speeches allowed are determined by the District Conference
35 officers.
36

37 The election of officers is by ballot with a plurality vote, except the moderator-elect
38 and the standing committee delegate(s), who are elected by a majority vote.
39

40 **H. Quorum.** A quorum consists of fifty percent of the total elected delegates
41 representing fifty percent of the churches of the District. The condition of a quorum
42 are met if at least fifty percent of the churches of the District are represented and at
43 least fifty percent of the delegates of those churches are represented.

1 **I. District Conference Committees.**

2 **1. Nominating Committee.** The Nominating Committee consists of six members:
3 district moderator, clerk, chair of the Board, and three members elected by the
4 District Conference. An elected member serves for three years and may not serve
5 successive terms. Terms are staggered so that one member is elected each year.
6 The Moderator convenes the first meeting, at which the committee elects its chair.
7 Members who serve by virtue of office serve for the duration of the office they
8 fill.

9
10 Nominating Committee presents to the District Conference a ballot for each
11 vacancy within the following positions:

- 12 a. Moderator-Elect (two-year term)
13 b. Board of Administration members (three-year term)
14 c. Nominating Committee members (three-year term)
15 d. District Conference Program Committee members (three-year term)
16 e. Clerk (three-year term)
17 f. Standing Committee Delegate(s) (three-year term or as directed by Annual
18 Conference)
19 g. Brethren Hillcrest Homes Board of Directors nominees (three-year term)
20 h. University of La Verne Board of Trustees nominees (three-year term)

21
22 Permission must be obtained before a nominee's name may be placed on the
23 ballot. Information regarding the qualifications of nominees is provided to the
24 delegates before the vote. Information pertinent to each office, such as length of
25 term and number of persons to be elected is included on the ballot.

26
27 **2. District Conference Program Committee.** The District Conference Program
28 Committee consists of five members: Moderator, Moderator-elect, and three
29 persons elected by the District Conference. The Moderator-elect convenes the first
30 meeting. The committee chooses its own Chair. An elected member serves for
31 three years and may serve two successive terms. Terms are staggered so that one
32 member is elected each year. The Board Chair; the President of Pacific Southwest
33 Women, or her representative; and the District Youth Coordinator, in years when
34 this or a similar position is filled, serve ex-officio. The committee is responsible
35 for planning the conference program, obtaining leadership, and making all
36 necessary arrangements for the conference, in cooperation with on-site
37 representatives.

38
39 **J. Standing committee Delegate(s).** Delegate(s) are elected by; the District Conference
40 to represent the district on the Annual Conference Standing Committee. The directives
41 of Annual Conference as described in "*Manual of Organization and Polity 2001*"
42 pages 15-17 are followed to determine their eligibility, the number allowed, and the
43 length of their term.

1 **J. Standing committee Delegate(s).** (continued)
2

3 1. *Eligibility:* Any member of the Church of the Brethren may serve the district on
4 Standing Committee if that member has been in the district for one year, fulfills the
5 qualifications as set forth by; Annual Conference, and is not a member of the General
6 Board or its program staff or an executive/minister or associate executive/minister of
7 the district. In choosing Standing Committee delegates, districts should give
8 consideration to members of the district board and other people who are actively
9 involved in the district program – including both ministers and lay people.

10 2. *Qualifications:* (a) Consecrated Christian living in home, church and community.
11 (b) Faithful service in local church and district. (c) Loyalty to the ideals and the
12 program of the Church of the Brethren. (d) A working knowledge and understanding
13 of the Church of the Brethren and its program of ministries. (e) Ability to exercise
14 mature judgment in the solution of denominational problems.

15 3. *Membership:* Members of Standing Committee shall be elected by; their respective
16 districts to serve a term of three years and are eligible for re-election to one additional
17 term of three years following a full or partial term of service on Standing Committee.
18 After such service, former members will be ineligible to serve for a period of four
19 years. Upon transfer to another district, Standing Committee members who have not
20 served a term for three Conferences will be replaced by the district they were
21 originally chosen to represent. To them as well as their successors the ineligibility rule
22 will apply.

23 When an alternate Standing Committee delegate takes the place of a regular
24 delegate, the alternate shall continue to serve the remainder of the term in order to
25 provide continuity. The alternate(s) will be elected.

26 4. *Responsibilities:* The Standing Committee has nominating, legislative, judicial, and
27 envisioning responsibilities. The PSWD Standing Committee delegate is expected to
28 interpret the decisions and recommendations of Annual Conference to the District
29 Conference in a written report. Standing Committee delegate(s) serve as ex-officio
30 member(s) of the District Board of Administration and its Executive Committee
31 without vote.

32
33 **K. Committees Appointed by the District Conference.** The District Conference may
34 constitute or authorize continuing or short-term committees as necessary to assist with
35 the ongoing work of the District. When the specific assignment of a committee is
36 achieved, the committee will be dismissed.

37
38 **Article III. Board of Administration**

39 **A. Purpose.** The purpose of the Board is to manage and administer the religious and
40 business activities of the District as authorized by the District Conference. The Board
41 is the legal agent of the District and is empowered to act on behalf of the District
42 *ad interim* except for those actions specifically reserved for the District Conference
43 as set forth in the Constitution and By-Laws.
44

- 1 **B. Membership.** The Board consists of seventeen (17) regular members (3 year terms)
2 and up to (3) youth / young adult members (1 year terms) elected by the District
3 Conference with one regular member from each section and the remaining members
4 at-large. Board members elected as sectional representatives need to reside in the
5 section they represent. The Moderator, Moderator-elect and Clerk serve as ex-officio
6 members with vote. The Executive Minister(s), Treasurer and Standing Committee
7 delegate(s) serve as ex-officio members without vote. General Board member(s)
8 residing within the District are invited to attend Board meetings.
9
- 10 **C. Qualifications.** A Board member must be a member of a Church of the Brethren
11 congregation within the district for at least one year prior to election and must have
12 demonstrated leadership ability. Youth members must be at least 15 years old and
13 less than 24 years old as of December 31 of the year elected.
14
- 15 **D. Tenure.** The term of service is three years. Filling an unexpired term does not
16 constitute a full term. A member is entitled to serve two consecutive full terms. The
17 term of service for youth / young adult members is one year with a maximum of 3
18 consecutive full terms.
19
- 20 **E. Attendance.** It is expected that Board members will maintain attendance at Board
21 meetings. If a member misses three consecutive meetings, the Board should consider
22 declaring the position vacant and appointing a replacement to fill the vacancy.
23
- 24 **F. Organization.** The Board is organized annually, under the direction of the incoming
25 Moderator, following election by the District Conference. The Board selects from its
26 elected members a chair, vice chair and the chairs of all commissions. All members
27 of the Board, excluding the Moderator, Clerk and the Board Chair, are assigned to
28 commissions. The Executive Minister(s), Board Chair and Moderator are ex-officio
29 members of all commissions. The Treasurer meets with the Stewards Commission.
30 **1. The Chair.** The chair performs all duties ordinarily pertaining to the office and
31 other duties that may be assigned by the Board and these By-Laws and serves on
32 the Nominating Committee and as ex-officio member on all committees of the
33 Board and the District Conference Program Committee.
34 **2. The Vice Chair.** The Vice Chair performs all duties and has all authority of the
35 Chair when the Chair is absent and performs other duties as may be assigned by
36 the Board. The vice-chair serves on a commission but not as a commission chair.
37
- 38 **G. Duties of the Board.** • The board fulfills the directives of the District Conference and
39 makes an annual report to the Conference;
40 • assigns, defines and interprets responsibilities of the commissions;
41 • creates and dissolves commissions, except those specifically named in the By-Laws,
42 when the direction of the District deems it valuable;
43 • decides number of members on each commission depending on size of work load;
44 • projects long-range planning, sets goals, and initiates new program in harmony with
45 decisions of the District Conference;
46 • promotes and administers the total church program in the District;

- 1 • defines the number of and geographical boundaries of the sections of the District;
- 2 • acts on recommendations from the Executive Committee regarding employment of
- 3 District Executive Minister(s) and other staff;
- 4 • fills vacancies in elective district offices occurring between District Conferences and
- 5 fills such other vacancies not provided for otherwise;
- 6 • has custody of and manages all District capital funds, endowments and annuities, or
- 7 arranges for such custody and management;
- 8 • holds title to District properties;
- 9 • negotiates the purchase and sale of property and the borrowing and lending of
- 10 money on behalf of the District;
- 11 • allocates and defines authority with respect to the establishment of bank accounts
- 12 and the signing of checks;
- 13 • prepares the District budget for presentation to the District Conference;
- 14 • provides for an annual audit to be done by a public accounting firm and submits the
- 15 audit to District Conference;
- 16 • arranges for bonding of persons handling large sums of money, in an amount set by
- 17 the Board;
- 18 • receives, considers and responds to concerns brought by individuals or church
- 19 groups;
- 20 • brings queries and other business items to the District Conference and processes
- 21 queries from local churches for District Conference action;
- 22 • acts on recommendations from the Ministry Commission regarding nominees for
- 23 ordination;
- 24 • acts on recommendations regarding new church plants;
- 25 • appoints committees and makes appointments;
- 26 • annually appoints a Treasurer from outside its membership; and
- 27 • affirms commission appointments.
- 28
- 29 **1. The Treasurer.** • The Treasurer accounts for all District funds received and
- 30 disburses same as authorized by the Board;
- 31 • makes written reports available to meetings of the Board;
- 32 • submits accounts for an annual audit; and
- 33 • serves as Chief Financial Officer of the corporation.
- 34
- 35 **2. The Recording Secretary.** The Clerk functions as Recording Secretary, records
- 36 all Board and Executive Committee proceedings and performs other duties as may
- 37 be assigned by the Board.
- 38
- 39 **H. Executive Committee.** The Executive Committee is composed of the Board Chair,
- 40 Vice-Chair, and the chair of each commission. Officers are Chair and Vice-Chair. The
- 41 Moderator and Moderator-elect and clerk serve as ex-officio members with vote. The
- 42 District Executive Minister(s), Treasurer and Standing Committee delegate(s) serve
- 43 as ex-officio members without vote.
- 44 • The Executive Committee reviews the Executive Minister(s) on at least an annual
- 45 basis and establishes annual salary and benefits of the Executive Minister(s);
- 46 • recommends employment and termination of the Executive Minister(s) subject to

- 1 approval of the Board and in consultation with the Director of District Ministries;
2 and reviews executive staff employment contracts;
3 • serves *ad interim* when the work of the Board can be expedited without infringing
4 upon the Board's responsibilities and authority, understanding that such action
5 shall be ratified by the Board at its next regular meeting; and
6 • fills, with the confirmation of the Board, any vacancy which may occur in the Board,
7 District Conference officers or other elected offices when provisions for fulfilling
8 such a vacancy are not specifically stated.

9
10 **I. Commissions.**

- 11 • Each commission selects from its elected members a vice chair and secretary;
12 • maintains and reviews annually a list of specific responsibilities as outlined in the
13 By-Laws or assigned by the Board;
14 • establishes job descriptions for positions accountable to the commission;
15 • prepares an annual budget request and submits it to the Stewards Commission;
16 • reports activities, needs and special opportunities to the Board;
17 • recommends for Board approval persons and committees to perform specific
18 responsibilities related to the commission; and
19 • works cooperatively with other commissions and staff to promote the programs of
20 the church.

21
22 **1. Ministry Commission.**

- 23 • The Ministry Commission gives counsel and guidance to all ministerial matters
24 in the District;
25 • counsels and assists churches and individuals in extending and receiving calls
26 to the ministry, becoming equipped and trained for ministry, and licensing
27 and ordaining ministers;
28 • annually reviews the status of licensed and ordained ministers and lay speakers
29 in the District and makes recommendations to the Board regarding any
30 change in status;
31 • seeks ways to strengthen the relationships and understanding between
32 congregations and pastors;
33 • encourages and assists pastors in their professional and personal growth.

34
35 Along with the local congregation, the Ministry Commission in behalf of the
36 Board, has the authority for licensing persons to the ministry and for overseeing
37 their nurture in the process of preparing for ordination.

38
39 The Ministry Commission reviews all applications for ordination to the ministry
40 and makes recommendations to the Board. The Commission shall proceed with
41 ordination when the Board and local congregation vote approval.

42
43 **2. Stewards Commission.**

- 44 • The Stewards Commission aids and challenges the churches and other District
45 groups to be faithful stewards of God-given resources;

- 1 • promotes programs of general stewardship education and enlistment;
- 2 • encourages support for the general work of the board and commissions and for
- 3 specific projects;
- 4 • supervises the financial interests of the district;
- 5 • safeguards and utilizes the property, assets and equipment of the District; and
- 6 • recommends the annual budget.

7
8 **3. Other Commissions as defined by the Board of Administration.**

9 . . .are responsible to strengthen and revitalize congregations in part by:

- 10 • supporting spiritual formation
- 11 • enhancing worship
- 12 • providing opportunities for training lay persons
- 13 • counseling and coordinating age and interest groups
- 14 • working cooperatively with related organizations on matters of religious
- 15 program and leadership
- 16 • encouraging fellowship opportunities among the churches
- 17 • appointing liaison persons from the Board to local congregations
- 18 • encouraging congregations to act on social concerns and support missions at
- 19 home and abroad.

20 . . .provide opportunities for training lay church leaders and workers;

- 21 • promote the camping programs;
- 22 • oversee the Center for Brethren studies, encouraging ongoing education for lay
- 23 persons, persons working towards licensing or ordination and continuing
- 24 education for ministers; and
- 25 • help congregations to identify, call out and train new leaders.

26 . . .provide the necessary resources (prayer, training, and oversight) to encourage and

27 equip congregations and leaders to respond to the harvest God is giving them

28 by launching new missions, congregations and ministries.

29 Always keeping Matthew 9:35 - 10:2 in mind, oversee the following areas:

- 30 • The training, coaching, and accountability for church planters.
- 31 • The encouragement of emerging churches and their leaders until the time when
- 32 they become members in the PSW District.
- 33 • The encouragement of congregations in their efforts to reach out to their
- 34 communities seeking to offer God's love in ways that bring them into a
- 35 personal relationship with Jesus Christ.
- 36 • The calling out, training, educating and otherwise developing leaders who can
- 37 reach across boundaries in the form of a servant sharing the good news of
- 38 Jesus Christ.
- 39 • The education, training, and networking for congregational mission projects
- 40 recognizing mission is a necessary act of discipleship.
- 41 • Recommend Church Planters to the District Board for approval.

42
43 **J. Quorum.** The Board may do business when two-thirds of its elected members are

44 present at a called meeting or vote via email or phone as part of a virtual meeting.

45

1 **K. Board Committees.**

2
3 **1. The Shalom Team.** As described in the 2002 Annual Conference paper

4
5 **2. Historical Committee.** The Historical Committee consists of three members. The
6 committee is concerned with all matters of historic interest to the District and
7 collects, preserves, writes and, as authorized, publishes such materials.

8
9 **3. Other Committees.** Other committees may be appointed to assist with the work
10 of the District. When the assignment is completed, the committee is dismissed.

11
12 **L. Group Fellowships.** The activities of subsidiary or fellowship groups (such as
13 women's fellowship group, men's fellowship group, deacons' group, pastors' group,
14 etc.) are subject to the coordination and concern of the District and accountable to the
15 Board. Each fellowship group may elect the officers necessary for its activities and
16 hold meetings as necessary to care for the business of the fellowship. Fellowship
17 events should be coordinated with the District calendar.

18
19 **Article IV. District Personnel**

20 **A. District Executive Minister.** The Board employs a District Executive Minister (or
21 District Executive Ministers), who is the Chief Executive Officer, to manage the
22 business of the District. The District Executive Minister is a member of the Church
23 of the Brethren and qualified by training, experience and personal dedication to Christ
24 and the church to guide, counsel, and encourage District and local church workers in
25 the development of vital and well-balanced church programs.

26
27 The District Executive Minister serves as secretary of the corporation and is custodian
28 of all official papers of the District and is an ex-officio member without vote of the
29 Board and its committees and the committees of the District.

30
31 The District Executive Minister gives guidance and assistance for pastoral placement
32 in the District.

33
34 **B. Other Staff.** The District Executive Minister is responsible for the employment,
35 review and termination of other staff.

36

1 **Article V. General Provisions**
2

3 **A. Endorsement of Documents and Contracts.** Any note, contract or instrument in
4 writing entered into between the corporation and any other person, when signed by
5 the legal officers of the corporation, shall be valid and binding on the corporation in
6 the absence of actual knowledge on the part of the other person that the signing
7 officers had no authority to execute it. Unless authorized by the board, no other officer
8 or agent or employee shall have any authority to bind the corporation by any contract
9 or to pledge its credit or to render it liable for any purpose or amount.
10

11 **B. Representation of Shares of Other Corporation.** The District Executive Minister
12 or any other officer or officers designated by the Board are each authorized to vote or
13 represent on behalf of the corporation all rights incident to any and all shares of any
14 other corporation standing in the name of the corporation. The authority may be
15 exercised by proxy or power of attorney executed by that officer.
16

17 **C. Indemnification.** The District will reimburse and indemnify each officer and salaried
18 employee for and against all amounts paid and all costs and expenses, including
19 attorney's fees, imposed in connection with any claim or proceeding, (or in connection
20 with any appeal,) asserted because of his or her having been an officer or salaried
21 employee of the District; provided that the District shall not reimburse or indemnify
22 any officer or employee with respect to any matters to which he or she shall be
23 adjudged to be liable because of misconduct in the performance of his or her duties.
24 Upon settlement, the District shall reimburse and indemnify any officer or employee,
25 but only if it is determined by a disinterested majority of the Board or by a
26 disinterested person or group to whom the question may be referred by the Board that
27 the person was not guilty of misconduct in the performance of his or her duties in
28 relation to the matter or that the person was acting in good faith within what s/he
29 reasonably believed to be the scope of his or her employment or authority and for a
30 purpose which s/he reasonably believed to be in the best interest of the District.
31

32 **D. Property:** All real property of the District and its constituent congregations and
33 agencies shall not be sold or otherwise fiscally encumbered without the prior approval
34 of the District Board of Administration, and that the proceeds of any sale of real
35 property shall be held in trust and reserved for the acquisition of other real or
36 improved property except with the prior approval of the District Board.
37
38

1 **Article VI. Relationships With Other Organizations**
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3 The District favors membership in, or relationship with, other organizations which further the
4 purposes of the District. Such other organizations as Brethren Hillcrest Homes, Camp La Verne,
5 and University of La Verne are separate corporate entities under the control of governing boards
6 which are free of direct ownership and control by the District, and which are solely responsible
7 for their actions and dealings.
8

9 **A. Brethren Hillcrest Homes.** The District Conference may elect nominees for the
10 Brethren Hillcrest Homes Board of Directors in accordance with the policy of
11 Hillcrest.
12

13 **B. Camp La Verne.** The District Conference may elect nominees for the Camp La
14 Verne Board of Directors in accordance with the policy of Camp La Verne.
15

16 **C. University of La Verne.** The District Conference may elect nominees for the Board
17 of Trustees of the University of La Verne in accordance with the policy of the
18 University of La Verne.
19

20 **Article VII. Amendments**
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22 These By-Laws may be amended by a majority vote of the delegates present at a District
23 Conference. Proposed amendments must be distributed at least two weeks before the Conference
24 convenes for business.
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