

**Action Item:** The Policy Board recommends to the District Conference the adoption of the proposed revisions to the PSWD Bylaws.

It is good from time to time to take a moment and review the bylaws of the organization to see if there are items missing or if circumstances have changed that would warrant updating the organizational guidelines. The pandemic, with the increased reliance on the ability to connect using technology, certainly provided an impetus to look at the bylaws. While virtual meetings are not specifically mentioned in the current bylaws, California corporate law does allow for virtual meetings unless they are prohibited by the bylaws. It is still good practice to update the documents to clearly specify that virtual meetings are an acceptable way of gathering for business.

While we were preparing to make updates to clearly allow for virtual meetings, it seemed prudent to consider several other revisions to the bylaws. Some proposed changes update the bylaws to meet current practice, others address concerns that have been raised about the expectations on certain positions, and others address the size of the Board and Program Committee.

These proposed bylaw changes will update our current practices and set us in a good position as we move forward to use district resources well and meet the administrative needs of the Pacific Southwest District.

Those attending district conference may propose changes to the proposed revisions by moving to amend a specific proposal. In business we will present the sections in order listed, giving opportunity for questions on discussion of each section as we move through the proposal.

At present the plan is to vote on the proposals as a complete unit, unless the delegates desire to break the proposals into specific sections for individual consideration.

Boxes have current text from: [District Bylaws, 2018 ed.](#) With ~~strikeout text~~ and **new text**.  
 Our spelling experts have suggested that both “By-Laws” and “Bylaws” are appropriate spellings, so we have used “Bylaws” throughout the new version.

*The proposed revisions in Sections 1 & 2* address the work of the Moderator and Moderator-elect. The primary change allows the Moderator to name the Moderator-elect to serve in the moderator’s place on district committees. This will allow for more even distribution of work between these two positions and over the course of the term of service.

1 (Section 1)

2 **Article II, Section E.1.c - Duties of Moderator**

3 14 II.E.1.c. **Duties.** The moderator prepares the agenda for District Conference, in cooperation with  
 4 the officers of District Conference; becomes familiar with parliamentary procedure; presides at  
 5 the business sessions of the District Conference; appoints tellers and timekeeper; chairs the  
 6 **District Conference** Program Committee; serves on all District committees **(and can ask the**  
 7 **moderator-elect to represent the moderator on a District Committee)** and on the Policy  
 8 Board and the Executive Board as an ex-officio member, ~~with the exception of The Shalom~~  
 9 ~~Team; studies the needs and program of the District and makes reports and recommendations~~  
 10 ~~to the District Board of Administration;~~ **and** may deliver a moderator’s address at the annual  
 11 District Conference; ~~and is an ex-officio member (without vote) on the Board of Directors of~~  
 12 ~~Brethren Hillcrest Homes.~~

13 (Section 2)

14 **Article II, Section E.2.c - Duties of Moderator-elect**

15 33 II.E.2.c. **Duties.** The moderator-elect performs all the duties of the moderator when the  
 16 moderator is unable to serve; may assist at the moderator's request in presiding over a portion  
 17 of the business session; **may assist the moderator by representing the moderator on a**  
 18 **District Committee if asked;** ~~contacts local leaders and congregations in the interest of the~~  
 19 ~~District program; represents the moderator on inter-church agencies~~ and serves as an ex-officio  
 20 member of the Policy Board and the Executive Board; chairs the Nominating Committee; and  
 21 serves as a member of the District Conference Program Committee.

*Section 3* brings the clarity to allow for virtual participation for the conduct of District business at conference by indicating virtual attendees count towards the quorum.

22 (Section 3)

23 **Article II, Section H - Quorum**

24 38 II.H. **Quorum.** A quorum consists of fifty percent of the total elected delegates representing fifty percent  
 25 of the churches of the District. The condition of a quorum are met if at least fifty percent of the churches  
 26 of the District are represented and at least fifty percent of the delegates of those churches are represented.  
 27 **Delegates are counted towards quorum with either in-person or virtual participation, if those**  
 28 **systems are open for all who wish to participate.**

*Section 4* removes the Clerk from participation as minute taker at the Executive Board meetings. The clerk served in this by request, and these changes across three sections of the bylaws removes that expectation and suggests that the vice-chair of the Executive Board may be the minute taker in those meetings.

29 (Section 4)

30 **Article II, Section E.3.c - Article III, Sections F.2 & F.4 Recording Executive Board Minutes**

31 9 II.E.3.c. **Duties.** The Clerk serves on the Nominating Committee; records the minutes of the District  
 32 Conference, and in cooperation with the District Executive Minister(s) prepares the minutes for  
 33 publication and distribution to the local congregations; forwards to the Annual Conference secretary any  
 34 queries passed to Annual Conference by the District Conference; assists in the interpretation of the  
 35 minutes of the District Conference; serves as an ex-officio member of the Policy Board; and records the  
 36 minutes of the Policy Board. ~~The Clerk may be requested by the Executive Board to attend its meetings~~  
 37 ~~as the recorder.~~

38 33 III.F.2. **The Vice Chair.** The Vice Chair performs all duties and has all authority of the Chair when the  
 39 Chair is absent and performs other duties as may be assigned by the Policy Board or Executive Board. The  
 40 vice-chair may serve on a commission but not as a commission chair. **The Vice Chair may be requested**  
 41 **to record the Executive Board minutes.**

42 43 III.F.4. **The Recording Secretary.** The Clerk functions as Recording Secretary, recording-~~s~~ all Policy  
 43 Board proceedings ~~and may act as recorder for Executive Board meetings.~~ The clerk also performs other  
 44 duties as may be assigned by the Executive Board.

**Sections 5 and 6** reduce the size of the Program Committee and the Board of Administration. The proposal is to bring the Program Committee back to three elected members (this was increased to 5 in 2012), and remove a few ex officio members from the group. The Board of Administration will have four fewer elected members (from 17 down to 13). It has been a challenge to recruit a full board over the last few years, and based on the numbers of churches in the district this representation was deemed to be appropriate. The voting membership of the Board will be between 17 and 20 people, depending on how many Youth/Young Adult representatives are called to serve. No one who has been called to serve will be removed, and the terms of members will be adjusted if there are vacancies, in consultation with those elected to serve.

45 (Section 5)

46 **Article II, Section I.2 - Program Committee**

47 26 II.I.2. **District Conference Program Committee.** The District Conference Program Committee consists  
 48 of ~~seven~~ **five** members: Moderator, Moderator-elect, and ~~five~~ **three** persons elected by the District  
 49 Conference. The Moderator shall chair the Program Committee. An elected member serves for three years  
 50 and may serve two successive terms. Terms are staggered so that one **member is** ~~or two members are~~  
 51 elected each year. The Board Chair **is an invited guest without vote.** ~~; the President of Pacific Southwest~~  
 52 ~~Women, or her representative; and the District Youth Coordinator, in years when this or a similar position~~  
 53 ~~is filled, serve ex-officio.~~ The committee is responsible for planning the conference program, obtaining  
 54 leadership, and making all necessary arrangements for the conference, in cooperation with on-site  
 55 representatives.

56 (Section 6)

57 **Article III, Section B - Board of Administration Membership**

58 1 III.B. **Membership.** The Policy Board consists of ~~seventeen (17)~~ **thirteen (13)** regular members (3 year  
 59 terms) and up to **three (3)** youth / young adult members (1 year terms) elected by the District Conference  
 60 with one regular member from each section and the remaining members at-large. Board members elected  
 61 as sectional representatives need to reside in the section they represent. The Moderator, Moderator-elect,  
 62 **Treasurer** and Clerk serve as ex-officio members with vote. The Executive Minister(s), ~~Treasurer~~  
 63 Standing Committee delegate(s) serve as ex-officio members without vote. ~~General Board member(s)~~  
 64 **Mission & Ministry Board member(s)** residing within the District are invited to attend Policy Board  
 65 meetings.

**Section 7** also works at workload concerns, specifically for the Board Chair who had been expected to serve on every district committee. This expectation would be removed with the proposed changes. Additionally, the Treasurer is being given voting privileges on both the Board of Administration and the Stewardship Commission.

66 (Section 7)

67 **Article III, Section F - Board of Administration Organization and Chair**

68 23 III.F. **Organization.** The Policy Board is organized annually, under the direction of the incoming  
 69 Moderator, following election by the District Conference. The Policy Board selects from its elected  
 70 members a chair, vice chair and the chairs of the Stewards and Ministry commissions. Some members of  
 71 the Policy Board, excluding the Moderator, Clerk and the Board Chair, are assigned to commissions. The  
 72 Executive Minister(s), ~~Board Chair~~ and Moderator are ex-officio members of all commissions. The  
 73 Treasurer meets with the Stewards Commission.

- 74 29 III.F.1. **The Chair.** The chair performs all duties ordinarily pertaining to the office and other duties that  
 75 may be assigned by the Policy Board and these Bylaws and serves on the Nominating Committee, and  
 76 ~~as ex-officio member~~ **is an invited guest without vote** on all committees of the Board and the District  
 77 Conference Program Committee.
- 78 37 III.F.3. **The Treasurer.** The Treasurer accounts for all District funds received and disburses same as  
 79 authorized by the Executive Board;  
 80 a. Makes written reports available to meetings of the Board;  
 81 b. Makes written reports available to meetings of the Policy Board and the Executive Board;  
 82 **c. Is an ex-officio member with vote of the Policy Board and Stewards Commission;**  
 83 ~~c.~~ **d. Serves as Chief Financial Officer of the corporation.**

**Section 8** clarifies the role and meeting expectation of the Board of Administration, including clarity around virtual and hybrid meetings.

84 (Section 8)

85 **Article III, Section F.5 - Board of Administration Organization - Meetings**

- 86 1 III.F.5. **The Policy Board meets** at least ~~3 times~~ **4 times** per year;  
 87 a. At District Conference to organize and elect officers,  
 88 ~~b. In retreat to define the “vision” for the year, and~~  
 89 ~~c. Once to~~ **b. Three meetings to define and** review the **“vision” overall district direction and**  
 90 **program** and to review the actions of the Executive Board.  
 91 **c. Meetings may occur in-person, virtually, or in a hybrid format. Members are counted**  
 92 **towards quorum with either in-person or virtual participation, if those systems are open for**  
 93 **all who wish to participate.**

**Section 9** removes the standing nature of two committees, and instead indicates that committees can be called into being for a purpose and then released when their work is done.

94 (Section 9)

95 **Article III, Section K - Board of Administration - Board Committees**

- 96 11 III.K. **Board Committees. The board can appoint committees and task groups as needed (such as**  
 97 **a Historical Committee or a Shalom Team as described in the 2002 Annual Conference paper) to assist**  
 98 **with the work of the District. When the assignment is completed, the committee or task group is**  
 99 **dismissed.**
- 100 ~~1. The Shalom Team. As described in the 2002 Annual Conference paper~~  
 101 ~~2. Historical Committee. The Historical Committee consists of three members. The committee is~~  
 102 ~~concerned with all matters of historic interest to the District and collects, preserves, writes and, as~~  
 103 ~~authorized, publishes such materials.~~  
 104 ~~3. Other Committees. Other committees may be appointed to assist with the work of the District. When~~  
 105 ~~the assignment is completed, the committee is dismissed.~~

**Section 10** updates the listings to include all Church of the Brethren related corporate entities within the boundaries of the district, and updates the bylaws as it relates to appointments to Boards to reflect the current understandings of these separate entities.

106 (Section 10)

107 **Article VI - Relationships with Other Organizations**

108 1 Article VI. **Relationships With Other Organizations**

109 The District favors membership in, or relationship with, other organizations which further the purposes  
110 of the District. Such other organizations as Brethren Hillcrest Homes, **Casa de Modesto**, Camp La Verne,  
111 **Camp Peaceful Pines**, and University of La Verne are separate corporate entities under the control of  
112 governing boards which are free of direct ownership and control by the District, and which are solely  
113 responsible for their actions and dealings.

114 ~~A. **Brethren Hillcrest Homes.** The District Conference may elect nominees for the Brethren Hillcrest  
115 Homes Board of Directors in accordance with the policy of Hillcrest.~~

116 ~~B. **Camp La Verne.** The District Conference may elect nominees for the Camp La Verne Board of  
117 Directors in accordance with the policy of Camp La Verne.~~

118 ~~C. **University of La Verne.** The District Conference may elect nominees for the Board of Trustees of  
119 the University of La Verne in accordance with the policy of the University of La Verne.~~

120 **Article II, Section I.1 - Nominating Committee**

121 9 II.I.1. Nominating Committee presents to the District Conference a ballot for each vacancy within the  
122 following positions:

123 ~~g. **Brethren Hillcrest Homes Board of Directors nominees (three-year term)**~~

124 ~~h. **University of La Verne Board of Trustees nominees (three-year term)**~~

End