

Pacific Southwest District
of the
Church of the Brethren

Constitution
and
By-Laws

Adopted October 13, 1990

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(Added Nevada to Article I. line 21)

**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, rev. 11/10/2018

5
6 **Mission Statement**

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

13 **Article I. Name and Boundaries**

14
15 The name of this corporation is “Pacific Southwest District of the Church of the Brethren”
16 (hereinafter “the District”). From 1964 to 1990 the corporation was named Pacific Southwest
17 Conference, which was created from a consolidation in 1964 of the two corporations titled Northern
18 California District of the Church of the Brethren and the District of Southern California and Arizona.
19

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

24 **Article II. Incorporation**

25
26 Pacific Southwest District is incorporated under and pursuant to the Religious Corporation Act
27 of the State of California and is not formed for any financial profit. The principal place of business of
28 this corporation is in La Verne, California, Los Angeles County, or such other place as the District Board
29 of Administration (comprised of the Policy Board and the Executive Board) may determine. The affairs
30 of the corporation are managed by the District Board of Administration. The Board chair, vice-chair and
31 District Executive Minister serving as secretary of the corporation are the legal officers of the
32 corporation. All legal documents shall be signed by two of the officers.
33

34 **Article III. Purpose**

35
36 The purpose of the Pacific Southwest District is to coordinate and promote the religious and
37 business activities of the Church of the Brethren in the District and of other religious organizations as
38 they relate to the activities of the Church of the Brethren in the District consistent with the polity of the
39 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 of
9 Administration for the teaching and dissemination of the gospel of Jesus Christ, according to the beliefs,
10 practices, and doctrines of the Church of the Brethren, as set forth by Annual Conference.
11

12 **Article VI. Organizational Structure**
13

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

18 **B. District Board of Administration.** The District Board of Administration, comprised of the
19 Policy Board and the Executive Board, envisions, manages and administers the work of the
20 District as authorized by District Conference and employs executive personnel to implement
21 the work of the District Board of Administration.
22

23 **Article VII. Related Institutions**
24

25 The District may enter into relationship with separately organized and incorporated Church of the
26 Brethren institutions such as camps, homes for the aging, colleges, and other institutions of interest to
27 the District. In each instance there shall be mutual agreement between the District and the institution as
28 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 close of
33 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 the
39 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, 10/13/07, 11/10/12

5
6 **Article I. Geographical Sections**

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

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

16
17 **Article II. District Conference**

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

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

30
31 **C. Representation.** Each congregation having a membership of two hundred or less may have
32 four delegates; two congregational representatives, one pastor, and the church board chair.
33 Congregations having more than two hundred members may have an additional
34 congregational representative for each two hundred members or fraction thereof.

35
36 **D. Tenure.** The term of office for a congregational representative is two years. Delegates’ duties
37 begin when they are seated at District Conference. Terms of delegates from a congregation
38 should be staggered so that a church does not elect all new congregational representatives in
39 any year.

40
41 **E. Officers and Duties.** Officers of the District Conference are the Moderator, the
42 Moderator-elect, and the Clerk. The Board chair and the District Executive Minister(s) are
43 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 Brethren
5 congregation within the District for at least one year prior to election, may not serve
6 concurrently as an elected member on the Policy Board, and must have demonstrated
7 leadership ability.
- 8 **b. Election and Tenure.** The moderator is normally elevated from the position of
9 moderator-elect and takes office immediately following the District Conference at
10 which s/he served as moderator-elect or in the case of a vacancy in the office. S/he
11 serves for a one-year term and then becomes ineligible for reelection as
12 moderator-elect for four years. Should the office of moderator become vacant, the
13 moderator-elect succeeds to the office for the remainder of the term.
- 14 **c. Duties.** The moderator prepares the agenda for District Conference, in cooperation
15 with the officers of District Conference; becomes familiar with parliamentary
16 procedure; presides at the business sessions of the District Conference; appoints
17 tellers and timekeeper; chairs the Program Committee; serves on all District
18 committees and on the Policy Board and the Executive Board as an ex-officio
19 member, with the exception of The Shalom Team; studies the needs and program
20 of the District and makes reports and recommendations to the District Board of
21 Administration; may deliver a moderator's address at the annual District
22 Conference; and is an ex-officio member (without vote) on the Board of Directors
23 of Brethren Hillcrest Homes.

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

- 26 **a. Qualifications.** The same qualifications are required of the moderator-elect as for
27 the moderator.
- 28 **b. Tenure.** The moderator-elect serves for one year and then assumes the office of
29 moderator. If the moderator-elect serves as moderator during the entire District
30 Conference, s/he is presumed to have served as moderator and would not continue
31 during the next year. At that District Conference a moderator and a moderator-elect
32 would be elected.
- 33 **c. Duties.** The moderator-elect performs all the duties of the moderator when the
34 moderator is unable to serve; may assist at the moderator's request in presiding over
35 a portion of the business session; contacts local leaders and congregations in the
36 interest of the District program; represents the moderator on inter-church agencies
37 and serves as an ex-officio member of the Policy Board and the Executive Board;
38 chairs the Nominating Committee; and serves as a member of the District
39 Conference Program Committee.

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 within
5 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 serve two
7 consecutive terms. The term begins immediately following the District Conference
8 at which s/he is elected.

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

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

20
21 The location of the meeting is determined by the District Conference, alternating in the
22 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 delegate
25 body convenes in closed session. Special meetings may be called at the discretion of the
26 District Conference officers in consultation with the District Board of Administration.
27

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

30
31 Nominations from the floor must have the prior consent of the nominee.
32

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

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

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

1 **I. District Conference Committees.**

2 **1. Nominating Committee.** The Nominating Committee consists of seven members:
3 district moderator, district moderator-elect, clerk, chair of the Board, and three members
4 elected by the District Conference. An elected member serves for three years and may not
5 serve successive terms. Terms are staggered so that one member is elected each year. The
6 Moderator-Elect shall chair the Nominating Committee. Members who serve by virtue
7 of office serve for the duration of the office they fill.

8
9 Nominating Committee presents to the District Conference a ballot for each vacancy
10 within the following positions:

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

20
21 Permission must be obtained before a nominee’s name may be placed on the ballot.
22 Information regarding the qualifications of nominees is provided to the delegates before
23 the vote. Information pertinent to each office, such as length of term and number of
24 persons to be elected is included on the ballot.

25
26 **2. District Conference Program Committee.** The District Conference Program Committee
27 consists of seven members: Moderator, Moderator-elect, and five persons elected by the
28 District Conference. The Moderator shall chair the Program Committee. An elected
29 member serves for three years and may serve two successive terms. Terms are staggered
30 so that one or two members are elected each year. The Board Chair; the President of
31 Pacific Southwest Women, or her representative; and the District Youth Coordinator, in
32 years when this or a similar position is filled, serve ex-officio. The committee is
33 responsible for planning the conference program, obtaining leadership, and making all
34 necessary arrangements for the conference, in cooperation with on-site representatives.

35
36 **J. Standing committee Delegate(s).** Delegate(s) are elected by; the District Conference to
37 represent the district on the Annual Conference Standing Committee. The directives of
38 Annual Conference as described in “*Manual of Organization and Polity 2001*” pages 15-17
39 are followed to determine their eligibility, the number allowed, and the 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 Standing
4 Committee if that member has been in the district for one year, fulfills the qualifications as
5 set forth by; Annual Conference, and is not a member of the General Board or its program
6 staff or an executive/minister or associate executive/minister of the district. In choosing
7 Standing Committee delegates, districts should give consideration to members of the district
8 board and other people who are actively involved in the district program – including both
9 ministers and lay people.
10 2. *Qualifications:* (a) Consecrated Christian living in home, church and community. (b) Faithful
11 service in local church and district. (c) Loyalty to the ideals and the program of the Church
12 of the Brethren. (d) A working knowledge and understanding of the Church of the Brethren
13 and its program of ministries. (e) Ability to exercise mature judgment in the solution of
14 denominational problems.
15 3. *Membership:* Members of Standing Committee shall be elected by; their respective districts
16 to serve a term of three years and are eligible for re-election to one additional term of three
17 years following a full or partial term of service on Standing Committee. After such service,
18 former members will be ineligible to serve for a period of four years. Upon transfer to
19 another district, Standing Committee members who have not served a term for three
20 Conferences will be replaced by the district they were originally chosen to represent. To them
21 as well as their successors the ineligibility rule will apply.
22 When an alternate Standing Committee delegate takes the place of a regular delegate, the
23 alternate shall continue to serve the remainder of the term in order to provide continuity.
24 The alternate(s) will be elected.
25 4. *Responsibilities:* The Standing Committee has nominating, legislative, judicial, and
26 envisioning responsibilities. The PSWD Standing Committee delegate is expected to
27 interpret the decisions and recommendations of Annual Conference to the District
28 Conference in a written report. Standing Committee delegate(s) serve as ex-officio
29 member(s) of the Policy Board without vote.
30

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

36 **Article III. Board of Administration**

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

- 1 **B. Membership.** The Policy 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 Conference
3 with one regular member from each section and the remaining members at-large. Board
4 members elected as sectional representatives need to reside in the section they represent. The
5 Moderator, Moderator-elect and Clerk serve as ex-officio members with vote. The Executive
6 Minister(s), Treasurer and Standing Committee delegate(s) serve as ex-officio members
7 without vote. General Board member(s) residing within the District are invited to attend
8 Policy Board meetings.
9
- 10 **C. Qualifications.** A Policy 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 less than
13 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 constitute a
16 full term. A member is entitled to serve two consecutive full terms. The term of service for
17 youth / young adult members is one year with a maximum of 3 consecutive full terms.
18
- 19 **E. Attendance.** It is expected that Policy Board members will maintain attendance at Policy
20 Board meetings. If a member misses three consecutive meetings, the Executive Board should
21 consider declaring the position vacant and appointing a replacement to fill the vacancy.
22
- 23 **F. Organization.** The Policy Board is organized annually, under the direction of the incoming
24 Moderator, following election by the District Conference. The Policy Board selects from its
25 elected members a chair, vice chair and the chairs of the Stewards and Ministry commissions.
26 Some members of the Policy Board, excluding the Moderator, Clerk and the Board Chair,
27 are assigned to commissions. The Executive Minister(s), Board Chair and Moderator are ex-
28 officio members of all commissions. The Treasurer meets with the Stewards Commission.
29 **1. The Chair.** The chair performs all duties ordinarily pertaining to the office and other
30 duties that may be assigned by the Policy Board and these By-Laws and serves on the
31 Nominating Committee and as ex-officio member on all committees of the Board and the
32 District Conference Program Committee.
33 **2. The Vice Chair.** The Vice Chair performs all duties and has all authority of the Chair
34 when the Chair is absent and performs other duties as may be assigned by the Policy
35 Board or Executive Board. The vice-chair may serve on a commission but not as a
36 commission chair.
37 **3. The Treasurer.** The Treasurer accounts for all District funds received and disburses
38 same as authorized by the Executive Board;
39 a. Makes written reports available to meetings of the Board;
40 b. Makes written reports available to meetings of the Policy Board and the Executive
41 Board;
42 c. Serves as Chief Financial Officer of the corporation.
43 **4. The Recording Secretary.** The Clerk functions as Recording Secretary, records all
44 Policy Board proceedings and may act as recorder for Executive Board meetings. The
45 clerk also performs other duties as may be assigned by the Executive Board.

- 1 **5. The Policy Board meets** at least 3 times per year;
- 2 a. At District Conference to organize and elect officers,
- 3 b. In retreat to define the “vision” for the year, and
- 4 c. Once to review the “vision” and to review the actions of the Executive Board.

5
6 **G. Duties of the Policy Board.**

- 7 1. The Policy Board shall maintain unity within the district and establish an overall vision
- 8 for the district by fellowshipping, worshipping, praying, sharing and discerning together
- 9 God’s will for the PSWD.
- 10 2. Review the actions of the Executive Board to ensure they comply with the directives of
- 11 District Conference and the vision developed by the Policy Board.
- 12 3. Have the sole authority for employment of the District Executive Minister(s). Changes
- 13 to the employment status of the District Executive Minister(s) require a 2/3 quorum of
- 14 the voting members of the Policy Board.
- 15 4. Be a source of leadership for Task Groups / Commissions established by the
- 16 Executive Board.

17
18 **H. Executive Board.** The Executive Board is composed of the Board Chair, Vice-Chair,

19 Ministry Commission Chair and Stewards Commission Chair. Officers are Chair and Vice-

20 Chair. The Moderator and Moderator-elect serve as ex-officio members with vote. The

21 District Executive Minister(s), serve as ex-officio member(s) without vote.

- 22 1. The Executive Board is the legal agent of the District and is empowered to act on behalf
- 23 of the District ad interim except for those actions specifically reserved for the District
- 24 Conference or the Policy Board as set forth in the Constitution and By-Laws.
- 25 2. The Executive Board reviews the Executive Minister(s) on at least an annual basis and
- 26 establishes annual salary and benefits of the Executive Minister(s);
- 27 3. Recommends employment and termination of the Executive Minister(s) subject to
- 28 approval of the Policy Board and in consultation with the Director of District Ministries;
- 29 and reviews executive staff employment contracts;
- 30 4. Fills any vacancy which may occur in the Policy Board, District Conference officers or
- 31 other elected offices when provisions for filling such a vacancy are not specifically stated.
- 32 5. Fulfills the directives of the District Conference and makes an annual report to the
- 33 Conference;
- 34 6. Assigns, defines and interprets responsibilities of the commissions;
- 35 7. Decides the number of members on each commission depending on size of work load;
- 36 8. Creates and dissolves Task Groups when the direction of the District makes it valuable;
- 37 9. Projects long-range planning, sets goals, and initiates new program in harmony with
- 38 decisions of the District Conference and the vision of the Policy Board
- 39 10. Promotes and administers the total church program in the District;
- 40 11. Defines the number of and geographical boundaries of the sections of the District;
- 41 12. Acts regarding employment of district staff
- 42 13. Has custody of and manages all District capital funds, endowments and annuities, or
- 43 arranges for such custody and management;
- 44 14. Holds title to District properties;

- 1 15. Negotiates the purchase and sale of property and the borrowing and lending of money
- 2 on behalf of the District;
- 3 16. Allocates and defines authority with respect to the establishment of bank accounts and
- 4 the signing of checks;
- 5 17. Prepares the District budget for presentation to the District Conference;
- 6 18. Provides for an annual audit to be done by a public accounting firm and submits the audit
- 7 to District Conference;
- 8 19. Arranges for bonding of persons handling large sums of money, in an amount set by the
- 9 Executive Board;
- 10 20. Receives, considers and responds to concerns brought by individuals or church groups;
- 11 21. Brings queries and other business items to the District Conference and processes queries
- 12 from local churches for District Conference action;
- 13 22. Acts on recommendations from the Ministry Commission regarding nominees for
- 14 ordination;
- 15 23. Acts regarding new church plants;
- 16 24. Appoints committees and makes appointments;
- 17 25. Annually appoints a Treasurer from outside its membership;
- 18 26. Affirms commission appointments.

- 19
- 20 **I. Commissions.**
- 21 1. Each commission selects from its elected members a vice chair and secretary;
- 22 2. Maintains and reviews annually a list of specific responsibilities as outlined in the
- 23 By-Laws or assigned by the Executive Board;
- 24 3. Establishes job descriptions for positions accountable to the commission;
- 25 4. Prepares an annual budget request and submits it to the Stewards Commission;
- 26 5. Reports activities, needs and special opportunities to the Executive Board;
- 27 6. Recommends for Executive Board approval persons and committees to perform specific
- 28 responsibilities related to the commission; and
- 29 7. Works cooperatively with the other commission, Task Groups and staff to promote the
- 30 programs of the church.

- 31
- 32 **8. Ministry Commission.**
- 33 a. The Ministry Commission gives counsel and guidance to all ministerial matters in
- 34 the District;
- 35 b. Counsels and assists churches and individuals in extending and receiving calls to the
- 36 ministry, becoming equipped and trained for ministry, and licensing and ordaining
- 37 ministers;
- 38 c. Annually reviews the status of licensed and ordained ministers and lay speakers in
- 39 the District and makes recommendations to the Executive Board regarding any
- 40 change in status;
- 41 d. Seeks ways to strengthen the relationships and understanding between congregations
- 42 and pastors;
- 43 e. Encourages and assists pastors in their professional and personal growth.

- 1 f. Along with the local congregation, the Ministry Commission in behalf of the Board,
2 has the authority for licensing persons to the ministry and for overseeing their
3 nurture in the process of preparing for ordination.
4 g. The Ministry Commission reviews all applications for ordination to the ministry and
5 makes recommendations to the Executive Board. The Commission shall proceed
6 with ordination when the Executive Board and local congregation vote approval.
7

8 **9. Stewards Commission.**

- 9 a. The Stewards Commission aids and challenges the churches and other District
10 groups to be faithful stewards of God-given resources;
11 b. Promotes programs of general stewardship education and enlistment;
12 c. Encourages support for the general work of the board, commissions, and Task
13 Groups and for specific projects;
14 d. Supervises the financial interests of the district;
15 e. Safeguards and utilizes the property, assets and equipment of the District; and
16 f. Recommends the annual budget.
17

18 **10. Task Groups as defined by the Executive Board**

- 19 a. Task Groups are responsible to strengthen and revitalize congregations in part by:
20 (1) Supporting spiritual formation
21 (2) Enhancing worship
22 (3) Providing opportunities for training lay persons
23 (4) Counseling and coordinating age and interest groups
24 (5) Working cooperatively with related organizations on matters of religious
25 program and leadership
26 (6) Encouraging fellowship opportunities among the churches
27 (7) Encouraging congregations to act on social concerns and support missions at
28 home and abroad.
29 b. Task Groups provide opportunities for training lay church leaders and workers;
30 (1) Promote the camping programs;
31 (2) Oversee the Center for Brethren studies, encouraging ongoing education for lay
32 persons, persons working towards licensing or ordination and continuing
33 education for ministers; and
34 (3) Help congregations to identify, call out and train new leaders.
35 c. Task Groups provide the necessary resources (prayer, training, and oversight) to
36 encourage and equip congregations and leaders to respond to the harvest God is
37 giving them by launching new missions, congregations and ministries. Always
38 keeping Matthew 9:35 - 10:2 in mind, oversee the following areas:
39 (1) The training, coaching, and accountability for church planters.
40 (2) The encouragement of projects and fellowships and their leaders until the time
41 they become congregations in the PSW District.
42 (3) The encouragement of congregations, fellowships and projects in their efforts
43 to reach out to their communities seeking to offer God's love in ways that bring
44 them into a personal relationship with Jesus Christ.

- 1 (4) The calling out, training, educating and otherwise developing leaders who can
- 2 reach across boundaries in the form of a servant sharing the good news of
- 3 Jesus Christ.
- 4 (5) The education, training, and networking for congregational mission projects
- 5 recognizing mission is a necessary act of discipleship.
- 6 (6) Recommend Church Planters to the Executive Board for approval.
- 7

8 **J. Quorum.** The Executive Board may do business when two-thirds of its voting members are
9 present at a called meeting or vote via email or phone as part of a virtual meeting.

10
11 **K. Board Committees.**

- 12
- 13 1. **The Shalom Team.** As described in the 2002 Annual Conference paper
- 14
- 15 2. **Historical Committee.** The Historical Committee consists of three members. The
- 16 committee is concerned with all matters of historic interest to the District and collects,
- 17 preserves, writes and, as authorized, publishes such materials.
- 18
- 19 3. **Other Committees.** Other committees may be appointed to assist with the work of the
- 20 District. When the assignment is completed, the committee is dismissed.
- 21

22 **L. Group Fellowships.** The activities of subsidiary or fellowship groups (such as women’s
23 fellowship group, men’s fellowship group, deacons’ group, pastors’ group, etc.) are subject
24 to the coordination and concern of the District and accountable to the Board. Each fellowship
25 group may elect the officers necessary for its activities and hold meetings as necessary to care
26 for the business of the fellowship. Fellowship events should be coordinated with the District
27 calendar.

28
29 **Article IV. District Personnel**

30 **A. District Executive Minister.**

- 31 1. The District Board of Administration employs a District Executive Minister (or District
- 32 Executive Ministers), who is the Chief Executive Officer, to manage the business of the
- 33 District. The District Executive Minister is a member of the Church of the Brethren and
- 34 qualified by training, experience and personal dedication to Christ and the church to
- 35 guide, counsel, and encourage District and local church workers in the development of
- 36 vital and well-balanced church programs.
- 37 2. The District Executive Minister serves as secretary of the corporation and is custodian
- 38 of all official papers of the District and is an ex-officio member without vote of the
- 39 Policy Board, Executive Board and its committees and the committees of the District.
- 40 3. The District Executive Minister gives guidance and assistance for pastoral placement in
- 41 the District.
- 42

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

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Article V. General Provisions

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

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

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

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

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 purposes
4 of the District. Such other organizations as Brethren Hillcrest Homes, Camp La Verne, and University
5 of La Verne are separate corporate entities under the control of governing boards which are free of direct
6 ownership and control by the District, and which are solely responsible for their actions and dealings.
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8 **A. Brethren Hillcrest Homes.** The District Conference may elect nominees for the Brethren
9 Hillcrest Homes Board of Directors in accordance with the policy of Hillcrest.

10 **B. Camp La Verne.** The District Conference may elect nominees for the Camp La Verne Board
11 of Directors in accordance with the policy of Camp La Verne.
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13 **C. University of La Verne.** The District Conference may elect nominees for the Board of
14 Trustees of the University of La Verne in accordance with the policy of the University of
15 La Verne.
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18 **Article VII. Amendments**
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20 These By-Laws may be amended by a majority vote of the delegates present at a District Conference.
21 Proposed amendments must be distributed at least two weeks before the Conference convenes for
22 business.
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