

Pacific Southwest District
of the
Church of the Brethren

Constitution
and
Bylaws

Adopted October 13, 1990

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**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, last revised 11/13/2021

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**
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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**
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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 **Bylaws**

4 Adopted October 13, 1990, last revised 11/13/2021

5
6 **Article I. Geographical Sections**

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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.

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E. Officers and Duties. (continued)

1. The Moderator

- a. Qualifications.** The moderator must be a member of a Church of the Brethren congregation within the District for at least one year prior to election, may not serve concurrently as an elected member on the Policy Board, and must have demonstrated leadership ability.
- b. Election and Tenure.** The moderator is normally elevated from the position of moderator-elect and takes office immediately following the District Conference at which s/he served as moderator-elect or in the case of a vacancy in the office. S/he serves for a one-year term and then becomes ineligible for reelection as moderator-elect for four years. Should the office of moderator become vacant, the moderator-elect succeeds to the office for the remainder of the term.
- c. Duties.** The moderator prepares the agenda for District Conference, in cooperation with the officers of District Conference; becomes familiar with parliamentary procedure; presides at the business sessions of the District Conference; appoints tellers and timekeeper; chairs the District Conference Program Committee; serves on all District committees (and can ask the moderator-elect to represent the moderator on a District Committee) and on the Policy Board and the Executive Board as an ex-officio member, and may deliver a moderator’s address at the annual District Conference.

2. The Moderator-elect

- a. Qualifications.** The same qualifications are required of the moderator-elect as for the moderator.
- b. Tenure.** The moderator-elect serves for one year and then assumes the office of moderator. If the moderator-elect serves as moderator during the entire District Conference, s/he is presumed to have served as moderator and would not continue during the next year. At that District Conference a moderator and a moderator-elect would be elected.
- c. Duties.** The moderator-elect performs all the duties of the moderator when the moderator is unable to serve; may assist at the moderator’s request in presiding over a portion of the business session; may assist the moderator by representing the moderator on a District Committee if asked; and serves as an ex-officio member of the Policy Board and the Executive Board; chairs the Nominating Committee; and serves as a member of the District Conference Program Committee.

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E. Officers and Duties. (continued)

3. The Clerk

- a. Qualifications.** The Clerk must be a member of the Church of the Brethren within the District at least one year prior to election.
- b. Election and Tenure.** The Clerk is elected for a three-year term and may serve two consecutive terms. The term begins immediately following the District Conference at which s/he is elected.
- c. Duties.** The Clerk serves on the Nominating Committee; records the minutes of the District Conference, and in cooperation with the District Executive Minister(s) prepares the minutes for publication and distribution to the local congregations; forwards to the Annual Conference secretary any queries passed to Annual Conference by the District Conference; assists in the interpretation of the minutes of the District Conference; serves as an ex-officio member of the Policy Board; and records the minutes of the Policy Board.

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

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

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

G. Rules of Order. The moderator conducts the business according to Robert’s Rules of Order, which will be the standard for any point not covered in the Constitution and Bylaws.

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

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

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

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

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

23
24 **2. District Conference Program Committee.** The District Conference Program Committee
25 consists of five members: Moderator, Moderator-elect, and three persons elected by the
26 District Conference. The Moderator shall chair the Program Committee. An elected
27 member serves for three years and may serve two successive terms. Terms are staggered
28 so that one member is elected each year. The Board Chair is an invited guest without
29 vote. The committee is responsible for planning the conference program, obtaining
30 leadership, and making all necessary arrangements for the conference, in cooperation
31 with on-site representatives.

32
33 **J. Standing committee Delegate(s).** Delegate(s) are elected by; the District Conference to
34 represent the district on the Annual Conference Standing Committee. The directives of
35 Annual Conference as described in “*Manual of Organization and Polity 2001*” pages 15-17
36 are followed to determine their eligibility, the number allowed, and the length of their term.

37
38 1. *Eligibility:* Any member of the Church of the Brethren may serve the district on Standing
39 Committee if that member has been in the district for one year, fulfills the qualifications as
40 set forth by; Annual Conference, and is not a member of the General Board or its program
41 staff or an executive/minister or associate executive/minister of the district. In choosing
42 Standing Committee delegates, districts should give consideration to members of the district
43 board and other people who are actively involved in the district program – including both
44 ministers and lay people.

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

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

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

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

18 4. *Responsibilities:* The Standing Committee has nominating, legislative, judicial, and
19 envisioning responsibilities. The PSWD Standing Committee delegate is expected to
20 interpret the decisions and recommendations of Annual Conference to the District
21 Conference in a written report. Standing Committee delegate(s) serve as ex-officio
22 member(s) of the Policy Board without vote.
23

24 **K. Committees Appointed by the District Conference.** The District Conference may
25 constitute or authorize continuing or short-term committees as necessary to assist with the
26 ongoing work of the District. When the specific assignment of a committee is achieved, the
27 committee will be dismissed.
28

29 **Article III. Board of Administration**

30 **A. Purpose.** The purpose of the District Board of Administration is to manage and administer
31 the religious and business activities of the District as authorized by the District Conference.
32 The District Board of Administration is comprised of the Policy Board and the Executive
33 Board. The Executive Board is the legal agent of the District and is empowered to act on
34 behalf of the District *ad interim* except for those actions specifically reserved for the District
35 Conference or the Policy Board as set forth in the Constitution and Bylaws.
36

37 **B. Membership.** The Policy Board consists of thirteen (13) regular members (3 year terms) and
38 up to three (3) youth / young adult members (1 year terms) elected by the District Conference
39 with one regular member from each section and the remaining members at-large. Board
40 members elected as sectional representatives need to reside in the section they represent. The
41 Moderator, Moderator-elect, Treasurer and Clerk serve as ex-officio members with vote. The
42 Executive Minister(s) and Standing Committee delegate(s) serve as ex-officio members
43 without vote. Mission & Ministry Board member(s) residing within the District are invited
44 to attend Policy Board meetings.
45

1 **Article III. Board of Administration.** (continued)
2

3 **C. Qualifications.** A Policy Board member must be a member of a Church of the Brethren
4 congregation within the district for at least one year prior to election and must have
5 demonstrated leadership ability. Youth members must be at least 15 years old and less than
6 24 years old as of December 31 of the year elected.
7

8 **D. Tenure.** The term of service is three years. Filling an unexpired term does not constitute a
9 full term. A member is entitled to serve two consecutive full terms. The term of service for
10 youth / young adult members is one year with a maximum of 3 consecutive full terms.
11

12 **E. Attendance.** It is expected that Policy Board members will maintain attendance at Policy
13 Board meetings. If a member misses three consecutive meetings, the Executive Board should
14 consider declaring the position vacant and appointing a replacement to fill the vacancy.
15

16 **F. Organization.** The Policy Board is organized annually, under the direction of the incoming
17 Moderator, following election by the District Conference. The Policy Board selects from its
18 elected members a chair, vice chair and the chairs of the Stewards and Ministry commissions.
19 Some members of the Policy Board, excluding the Moderator, Clerk and the Board Chair,
20 are assigned to commissions. The Executive Minister(s) and Moderator are ex-officio
21 members of all commissions. The Treasurer meets with the Stewards Commission.
22

23 **1. The Chair.** The chair performs all duties ordinarily pertaining to the office and other
24 duties that may be assigned by the Policy Board and these Bylaws and serves on the
25 Nominating Committee and is an invited guest without vote on all committees of the
26 Board and the District Conference Program Committee.
27

28 **2. The Vice Chair.** The Vice Chair performs all duties and has all authority of the Chair
29 when the Chair is absent and performs other duties as may be assigned by the Policy
30 Board or Executive Board. The vice-chair may serve on a commission but not as a
31 commission chair. The Vice Chair may be requested to record the Executive Board
32 minutes.
33

34 **3. The Treasurer.** The Treasurer accounts for all District funds received and disburses
35 same as authorized by the Executive Board;
36 a. Makes written reports available to meetings of the Board;
37 b. Makes written reports available to meetings of the Policy Board and the Executive
38 Board;
39 c. Is an ex-officio member with vote of the Policy Board and Stewards Commission;
40 d. Serves as Chief Financial Officer of the corporation.
41

42 **4. The Recording Secretary.** The Clerk functions as Recording Secretary, recording all
43 Policy Board proceedings. The clerk also performs other duties as may be assigned by the
44 Executive Board.
45

46 **5. The Policy Board meets** at least 4 times per year;
47 a. At District Conference to organize and elect officers,
48 b. Three meetings to define and review the overall district direction and program and
49 to review the actions of the Executive Board.
50 c. Meetings may occur in-person, virtually, or in a hybrid format. Members are counted
51 towards quorum with either in-person or virtual participation, if those systems are
52 open for all who wish to participate.

1 **Article III. Board of Administration.** (continued)

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G. Duties of the Policy Board.

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

H. Executive Board. The Executive Board is composed of the Board Chair, Vice-Chair, Ministry Commission Chair and Stewards Commission Chair. Officers are Chair and Vice-Chair. The Moderator and Moderator-elect serve as ex-officio members with vote. The District Executive Minister(s), serve as ex-officio member(s) without vote.

1. The Executive Board is the legal agent of the District and is empowered to act on behalf of the District ad interim except for those actions specifically reserved for the District Conference or the Policy Board as set forth in the Constitution and Bylaws.
2. The Executive Board reviews the Executive Minister(s) on at least an annual basis and establishes annual salary and benefits of the Executive Minister(s);
3. Recommends employment and termination of the Executive Minister(s) subject to approval of the Policy Board and in consultation with the Director of District Ministries; and reviews executive staff employment contracts;
4. Fills any vacancy which may occur in the Policy Board, District Conference officers or other elected offices when provisions for filling such a vacancy are not specifically stated.
5. Fulfills the directives of the District Conference and makes an annual report to the Conference;
6. Assigns, defines and interprets responsibilities of the commissions;
7. Decides the number of members on each commission depending on size of work load;
8. Creates and dissolves Task Groups when the direction of the District makes it valuable;
9. Projects long-range planning, sets goals, and initiates new program in harmony with decisions of the District Conference and the vision of the Policy Board
10. Promotes and administers the total church program in the District;
11. Defines the number of and geographical boundaries of the sections of the District;
12. Acts regarding employment of district staff
13. Has custody of and manages all District capital funds, endowments and annuities, or arranges for such custody and management;
14. Holds title to District properties;
15. Negotiates the purchase and sale of property and the borrowing and lending of money on behalf of the District;
16. Allocates and defines authority with respect to the establishment of bank accounts and the signing of checks;
17. Prepares the District budget for presentation to the District Conference;

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

15 **I. Commissions.**

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

27 **8. Ministry Commission.**

- 28 a. The Ministry Commission gives counsel and guidance to all ministerial matters in
- 29 the District;
- 30 b. Counsels and assists churches and individuals in extending and receiving calls to the
- 31 ministry, becoming equipped and trained for ministry, and licensing and ordaining
- 32 ministers;
- 33 c. Annually reviews the status of licensed and ordained ministers and lay speakers in
- 34 the District and makes recommendations to the Executive Board regarding any
- 35 change in status;
- 36 d. Seeks ways to strengthen the relationships and understanding between congregations
- 37 and pastors;
- 38 e. Encourages and assists pastors in their professional and personal growth.
- 39 f. Along with the local congregation, the Ministry Commission in behalf of the Board,
- 40 has the authority for licensing persons to the ministry and for overseeing their
- 41 nurture in the process of preparing for ordination.
- 42 g. The Ministry Commission reviews all applications for ordination to the ministry and
- 43 makes recommendations to the Executive Board. The Commission shall proceed
- 44 with ordination when the Executive Board and local congregation vote approval.
- 45

1 **9. Stewards Commission.**

- 2 a. The Stewards Commission aids and challenges the churches and other District
3 groups to be faithful stewards of God-given resources;
4 b. Promotes programs of general stewardship education and enlistment;
5 c. Encourages support for the general work of the board, commissions, and Task
6 Groups and for specific projects;
7 d. Supervises the financial interests of the district;
8 e. Safeguards and utilizes the property, assets and equipment of the District; and
9 f. Recommends the annual budget.

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

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

- 43
44
45 **J. Quorum.** The Executive Board may do business when two-thirds of its voting members are
46 present at a called meeting or vote via email or phone as part of a virtual meeting.

1 **K. Board Committees.** The board can appoint committees and task groups as needed (*such as*
2 *a Historical Committee or a Shalom Team as described in the 2002 Annual Conference*
3 *paper*) to assist with the work of the District. When the assignment is completed, the
4 committee or task group is dismissed.

5
6 **L. Group Fellowships.** The activities of subsidiary or fellowship groups (such as women’s
7 fellowship group, men’s fellowship group, deacons’ group, pastors’ group, etc.) are subject
8 to the coordination and concern of the District and accountable to the Board. Each fellowship
9 group may elect the officers necessary for its activities and hold meetings as necessary to care
10 for the business of the fellowship. Fellowship events should be coordinated with the District
11 calendar.

12
13 **Article IV. District Personnel**

14 **A. District Executive Minister.**

- 15 1. The District Board of Administration employs a District Executive Minister (or District
16 Executive Ministers), who is the Chief Executive Officer, to manage the business of the
17 District. The District Executive Minister is a member of the Church of the Brethren and
18 qualified by training, experience and personal dedication to Christ and the church to
19 guide, counsel, and encourage District and local church workers in the development of
20 vital and well-balanced church programs.
21 2. The District Executive Minister serves as secretary of the corporation and is custodian
22 of all official papers of the District and is an ex-officio member without vote of the
23 Policy Board, Executive Board and its committees and the committees of the District.
24 3. The District Executive Minister gives guidance and assistance for pastoral placement in
25 the District.

26
27 **B. Other Staff.** The District Executive Minister is responsible for the employment, review and
28 termination of other staff.
29

30 **Article V. General Provisions**

31
32 **A. Endorsement of Documents and Contracts.** Any note, contract or instrument in writing
33 entered into between the corporation and any other person, when signed by the legal officers
34 of the corporation, shall be valid and binding on the corporation in the absence of actual
35 knowledge on the part of the other person that the signing officers had no authority to execute
36 it. Unless authorized by the Executive Board, no other officer or agent or employee shall
37 have any authority to bind the corporation by any contract or to pledge its credit or to render
38 it liable for any purpose or amount.
39

40 **B. Representation of Shares of Other Corporation.** The District Executive Minister or any
41 other officer or officers designated by the Executive Board are each authorized to vote or
42 represent on behalf of the corporation all rights incident to any and all shares of any other
43 corporation standing in the name of the corporation. The authority may be exercised by proxy
44 or power of attorney executed by that officer.
45

- 1 **C. Indemnification.** The District will reimburse and indemnify each officer and salaried
2 employee for and against all amounts paid and all costs and expenses, including attorney’s
3 fees, imposed in connection with any claim or proceeding, (or in connection with any
4 appeal,) asserted because of his or her having been an officer or salaried employee of the
5 District; provided that the District shall not reimburse or indemnify any officer or employee
6 with respect to any matters to which he or she shall be adjudged to be liable because of
7 misconduct in the performance of his or her duties. Upon settlement, the District shall
8 reimburse and indemnify any officer or employee, but only if it is determined by a
9 disinterested majority of the Executive Board or by a disinterested person or group to whom
10 the question may be referred by the Executive Board that the person was not guilty of
11 misconduct in the performance of his or her duties in relation to the matter or that the person
12 was acting in good faith within what s/he reasonably believed to be the scope of his or her
13 employment or authority and for a purpose which s/he reasonably believed to be in the best
14 interest of the District.
15
- 16 **D. Property:** All real property of the District and its constituent congregations and agencies
17 shall not be sold or otherwise fiscally encumbered without the prior approval of the
18 Executive Board, and that the proceeds of any sale of real property shall be held in trust and
19 reserved for the acquisition of other real or improved property except with the prior approval
20 of the Executive Board.

21
22 **Article VI. Relationships With Other Organizations**
23

24 The District favors membership in, or relationship with, other organizations which further the purposes
25 of the District. Such other organizations as Brethren Hillcrest Homes, Casa de Modesto, Camp La Verne,
26 Camp Peaceful Pines, and University of La Verne are separate corporate entities under the control of
27 governing boards which are free of direct ownership and control by the District, and which are solely
28 responsible for their actions and dealings.
29

30 **Article VII. Amendments**
31

32 These Bylaws may be amended by a majority vote of the delegates present at a District Conference.
33 Proposed amendments must be distributed at least two weeks before the Conference convenes for
34 business.
35
36