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2 **BYLAWS OF THE FRANCONIA MENNONITE CONFERENCE**

3
4 **PREAMBLE**

5
6 We believe that the Gospel of Jesus Christ as revealed in the Holy Scriptures is the basis for faith and
7 practice. We recognize the Lordship of Jesus Christ and the witness and guidance of the Holy Spirit. We
8 accept our responsibility to be a discerning community and active participants in Christ's reconciling ministry
9 in the world as understood from *the Confession of Faith in a Mennonite Perspective*. We acknowledge and
10 organize ourselves around Christ's last command to go and make disciples (Matthew 28:18-20). Realizing
11 that a concise statement of purpose and organization for the various activities for the church can be helpful
12 in advancing the cause of Christ and the church, we do hereby adopt these Bylaws.

13
14 **ARTICLE I – GENERAL**

15
16 **Article I, Section 1. Name.**

17 The name of this organization is FRANCONIA MENNONITE CONFERENCE, Inc., which is commonly known as
18 Franconia Mennonite Conference, hereafter referred to as "the Conference."

19
20 **Article I, Section 2. Scope.**

21 Franconia Mennonite Conference is a member conference of the Mennonite Church USA. The Conference is
22 an affiliation of congregations that join together in common life and mission. In coming together,
23 congregations recognize their interdependence and their need for mutual exhortation and admonition, and
24 their strength to fulfill the church's mission in the world. A variety of complementary missional ministry
25 organizations are also connected to the Conference.

26
27 **Article I, Section 3. Office.**

28 The principal office of the corporation shall be at 569 Yoder Road, Harleysville, PA 19438, United States of
29 America, or at such other places as the Conference Board may from time to time appoint or the activities of
30 the corporation may require.

31
32 **Article I, Section 4. Seal.**

33 Franconia Mennonite Conference shall have a seal, which shall have impressed upon it the name, "Franconia
34 Mennonite Conference", the year of its organization, and the words "Corporate Seal, Pennsylvania."

35
36 **Article I, Section 5. Fiscal Year.**

37 The fiscal year of Franconia Mennonite Conference shall begin the first day of February and end the last day
38 of January next succeeding.

39
40 **Article I, Section 6. Audit.**

41 The Conference Board shall obtain the services of a certified public accountant who shall audit the books of
42 the corporation at the end of each fiscal year and provide a written report to appropriate leadership
43 group(s) of the conference. Audited financial reports shall be available in the Conference offices for
44 Conference Assembly delegates who request to see them.

45
46 **Article I, Section 7. Bonds.**

47 All officers and employees of the corporation who shall have custody or exercise control over any funds of
48 the corporation shall be bonded by corporate sureties in such amounts as the Conference Board may deem
49 adequate.

50
51 **Article I, Section 8. Books and Records.**

- 52 1. Corporate Records. The corporation shall keep a record of its proceedings, the original copy of its
53 Articles of Incorporation and By-Laws including all amendments, as well as appropriate, complete

54 and accurate financial records. The documents and records provided for herein shall be kept at the
55 registered office of the corporation or at its principal place of business, wherever situate.

- 56
57 2. Right to Examine Corporate Records. The Conference Board, Committee members, and any
58 congregational delegate shall have the right to examine, for any proper purpose, the financial
59 records and minutes of the proceedings of the Conference Board and all Committees and to make
60 copies and extracts therefrom.

61
62 **ARTICLE II - PURPOSE AND OBJECTIVES**

63
64 **Article II, Section 1. Purpose.**

65 The purposes of the Conference are as follows:

- 66
67 1. To engage in and do all lawful acts concerning any or all lawful businesses or activities for which
68 nonprofit corporations may be incorporated.
69
70 2. The corporation is organized exclusively for charitable purposes including the making of
71 distributions to supported organizations.
72
73 3. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its
74 directors, officers, or other private persons, except that the corporation shall be authorized and
75 empowered to pay reasonable compensation for services rendered and to make payments and
76 distributions in accordance to the purposes established by Section 501 (C) (3) of the Internal
77 Revenue Code. No substantial part of the activities of the corporation shall be the carrying on of
78 propaganda, or otherwise attempting to influence legislation, and the corporation shall not
79 participate in, or intervene in (including the publishing or distribution of statements) any political
80 campaign on behalf of, or in opposition to, any candidate for public office.
81
82 4. Notwithstanding any other provision of these By-Laws, the corporation shall not carry on any other
83 activities not permitted to be carried on (a) by a corporation exempt from federal income tax under
84 Section 501 (c) (3) of the Internal Revenue Code (or corresponding section of any future federal tax
85 code) or (b) by corporations, contributions to which are deductible under section 170 (c) (2) of the
86 Internal Revenue Code (or corresponding section of any future federal tax code).

87
88 **Article II, Section 2. Objectives.**

89 Centered in Jesus Christ, the Conference organization provides the relational framework within which
90 Christians can work together to achieve the following objectives:

- 91
92 1. To call and develop congregational leaders and to credential pastors, chaplains and to develop other
93 special ministry opportunities for their ministries of equipping and leading the body of Christ.
94 2. To promote prayer throughout the Conference that unites and undergirds all dimensions of the
95 church and its ministries.
96 3. To promote a concern for, and congregational involvement in, evangelism, service, and discipleship,
97 and to encourage the gifts of every member in the work of the Great Commission of Jesus Christ.
98 4. To promote understanding and interpretation of Scripture in harmony with Jesus Christ as we are
99 led by the Holy Spirit in the church (*Confession of Faith in a Mennonite Perspective, Article 4*).
100 5. To provide for a continuing reflection upon the mission of the church and encourage one another in
101 ministry that reflects Anabaptist values of evangelism, discipleship, peacemaking, Bible study,
102 service, stewardship, mutual care, and compassion toward all people.

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104 Our mutual accountability and life together in the Conference is not limited to these objectives.
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ARTICLE III - MEMBERSHIP

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Article III, Section 1. Conference Relationship with the Denomination.

The Conference is a member of Mennonite Church USA. The Conference shall appoint delegates and representatives to the Delegate Assembly, the Constituency Leaders Council, and to other leadership bodies, as appropriate, to provide a link for matters of mutual concern and for effective church wide decision making. See the Bylaws of the Mennonite Church USA for further details.

Article III, Section 2. Congregational Relationships with the Denomination.

Basic Unit. The local congregation is the basic organizational unit of area conference members of Mennonite Church USA. The congregation is God’s people with a common confession of Christ uniting in worship, nurture, fellowship, proclamation, service, discernment, reconciliation, and mutual care and discipline. It is a local group of believers whose commitment to Christ and to each other and whose proximity to each other make it possible to experience these activities on a regular and continuing basis.

Congregational Derived Membership in Mennonite Church USA. Congregations automatically derive and attain membership in Mennonite Church USA through their membership in the Conference as a member of Mennonite Church USA. See the Bylaws of the Mennonite Church USA for further details.

Article III, Section 3. Conference Relationship with the Congregations.

What the Conference will provide. The Conference is an affiliation of congregations that join together in common life and mission. In coming together, congregations recognize their interdependence and their need for mutual exhortation and admonition, and their strength to fulfill the church’s mission in the world. The Conference shall provide:

1. Leadership and resources to help create and maintain healthy congregations.
2. Opportunities for discernment, mutual accountability, and consultation among congregations on issues of faith and life.
3. Leadership for lay and pastoral ministries, cooperation for mission and witness, to include church planting, and for the peaceful resolution of conflicts.
4. Strong ministerial leadership through encouragement, support, accountability and credentialing by area conferences, including validating, recording, and transferring ministerial credentials.
5. Guidelines and services to assist with ministerial placement that matches the needs of congregations with gifts of pastors.
6. Regular assemblies for effective involvement of all congregations in determining priorities and goals for their life and faith, nurture and mission, and to strengthen relationships between and among congregations, the area conference, and the denomination.
7. Encouragement and assistance toward the development of global and intercultural perspectives and relationships.
8. Sound financial management of Conference resources and wise stewardship of congregational contributions, respecting congregational designations for the use of those contributions.

Article III, Section 4. Congregational Relationships with the Conference

A. Eligibility. We will organize ourselves around the following basic principles for membership eligibility. To be considered for membership, congregations need to have developed a membership roster, have in place a leadership structure in keeping with Mennonite polity, and demonstrate financial viability. When a congregation wishes to be considered for membership and to be represented in the Conference Assembly, it shall be prepared to make the following commitments:

1. Accept the *Confession of Faith in a Mennonite Perspective*, as updated from time to time, as the statement of faith for teaching and nurture in the life of the church. (Appropriate provisions shall be made

157 for congregations whose first language is not English and for whom there is not a translation of this
158 document into their language.)

159 2. Be willing to give and receive counsel within the Conference and participate in the mutual
160 discernment of the delegates on issues of faith and practice.

161 3. Be willing to share generously with the Conference its vision, prayers, members, and financial
162 support.

163 4. Recognize a unity of mission and call to make disciples of Jesus Christ (Matt. 28:18-20).

164 5. Embrace the diverse fellowship of our congregations that celebrates freedom in worship style,
165 congregational structure, and expression of common faith in the context of mutual discernment.

166
167 B. Procedure for Conference Membership. Congregations considered part of the Franconia Mennonite
168 Conference at the time of the adoption of these By-Laws are considered members of the Conference. New
169 congregations may apply for membership through a conference minister, a sponsoring group, or
170 representatives of the congregation. Such applications shall be made to the Conference Board Executive
171 Committee for review and recommendation to the Conference Board and Conference Assembly. We adhere
172 to an Anabaptist view of church membership, which is a voluntary commitment to God and to each other.

173
174 C. Procedure for release. Should a congregation seek release from membership in this association of
175 congregations, provisions shall be made by the Conference Board for those members of the congregation
176 who wish to retain membership in the Conference.

177
178 D. Admission/Termination. If and when reasons arise to cause a congregation and/or the Conference Board
179 to question their voluntary commitment to each other, the Conference Board shall be responsible to assure
180 due and effective process to address significant concerns.

181
182 E. A Statement of Faith and Life. Accountability to the faith community is a necessary aspect of faithful
183 living as followers of Christ. The mature expression of Christian commitment and discipleship is a voluntary
184 self-discipline practiced by the individual Christian in joyful obedience to the Lordship of Jesus Christ the
185 Savior, and the principles of the New Testament.

186
187 Just as members are interdependent within a congregation, we further believe that congregations are
188 interdependent within the Conference. They are members of one body, the body of Jesus Christ. Therefore,
189 members and congregations need each other's guidance, counsel, and support. Members and congregations
190 are called to practice the grace of Christ and exemplify the fruits of the Holy Spirit in their relationships with
191 one another (Gal. 5:22-23), and to practice forgiveness and understanding toward one another (Col. 3:12-
192 14), seeking to promote "the body's growth in building itself up in love" (Eph. 4:16).

193
194 Since conflict is normal to human interaction, and humanity is easily divided by race, economics, politics,
195 culture, religion, and gender, it is incumbent on God's people to demonstrate genuine community in the
196 midst of diversity, the practice of personal Christian responsibility in the midst of permissiveness, and an
197 expression of God-like compassion in the midst of greed and need. Such a challenge can only be met as
198 members, congregations, and conferences practice a voluntary Spirit-directed self-discipline within the
199 discerning community. Thus Christians are freed to be witnesses to Jesus Christ and the Kingdom that Christ
200 came to inaugurate. The New Testament teaches that, as much as possible, Christians are to live peaceably.
201 The ways we work together and resolve our differences will determine the effectiveness of our witness to a
202 broken world. The church cannot ignore differences, but shall seek to experience and communicate
203 reconciliation and forgiveness when differences arise.

204
205 The Conference and congregations shall mutually commit to seek to understand and interpret Scripture in
206 harmony with Jesus Christ as we are led by the Holy Spirit in the church (*Confession of Faith in a Mennonite*
207 *Perspective*, Article 4). As an aid to congregations of Franconia Mennonite Conference for maintaining
208 scriptural faith and life, we suggest the following resources:

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1. *Confession of Faith in a Mennonite Perspective* (1995).
2. *Mennonite Polity for Ministerial Leadership* (1996).
3. "Agreeing and Disagreeing in Love" (1995).
4. Other documents adopted by the Mennonite Church USA related to faith and life.

When Franconia Mennonite Conference congregations are dissolved, for any reason, congregations are encouraged to designate assets to Franconia Mennonite Conference unless otherwise stated in that congregation's by-laws or other legal documents.

Article III, Section 5. Relationship of conference related ministries with the Conference

A. Eligibility: Ministry organizations that wish to have an official relationship with the Conference may apply to become a conference related ministry. These organizations must be in appropriate alignment with the mission and vision of the Conference, congregations, and other related ministries.

B. Procedure for membership: Applications shall be made to the Conference Board Executive Committee, which will discern the appropriateness of each request. Covenants will describe the relationship between the Conference and each related ministry organization. These covenants will be reviewed and renewed, as appropriate, on a periodic basis.

ARTICLE IV - CONFERENCE ASSEMBLY

Article IV, Section 1. Function.

The Conference Assembly shall discern the direction of the Conference vision and objectives by conferring together. It shall be the responsibility of the Conference Assembly to represent member congregations via delegates as outlined below.

Specifically, the functions of the Conference Assembly shall be to:

1. Appoint by affirmation a majority of the members of the Conference Board, which functions on behalf of the Conference Assembly.
2. Assist congregations in defining faith and practice by conferring together.
3. Assist congregations in organizing for their internal ministries (the gathered church) and for their external ministries (the scattered church).
4. Serve as a link for communication and resources between the Conference congregations and churchwide boards and programs.
5. Receive congregations as members of the Conference.
6. Receive annual reports of the work of the Conference Board and Board Committees (including financial reports).
7. Extend blessing, support, and counsel to those providing leadership within the Conference.

Article IV, Section 2. Membership.

Voting members (also referred to as delegates) to the Conference Assembly include:

1. All ordained and licensed leaders who hold active credentials as defined by *A Mennonite Polity for Ministerial Leadership*. (The Conference Board shall provide regular opportunities to invite the counsel of retired ministers around the life and future direction of the Conference and the Mennonite Church USA.)
2. Conference Board members.
3. Deacon or elder representative(s): Congregations with a membership of less than 250 shall appoint one deacon or one elder to serve as a delegate. Congregations with more than 250 members shall appoint two deacons or elders as delegates.

- 261 4. Lay delegates: Additionally, congregations shall choose non-credentialed (“lay”) delegates to serve
262 as voting members of the Conference Assembly according to a congregational membership ratio
263 established by the Conference Assembly. Lay delegates who serve as voting members of the
264 Conference Assembly shall be chosen from among the membership of constituent congregations
265 according to the ratio of one (1) delegate for every one hundred (100) members or fraction thereof.
266 Each congregation shall choose the manner in which these lay delegates are chosen or elected.
267 Congregations may appoint retired or inactive ministers to serve as one or more of their lay
268 delegates to the Conference Assembly if they so choose. It is recommended delegate’s term of
269 office be three years, renewable. For congregations eligible to choose more than one lay delegate, a
270 plan shall be set up in which the delegates are not all elected in the same year. The Conference
271 urges that at least one of the delegates from each congregation be a person with deep interest in
272 mission and evangelism.
- 273 5. Conference related ministries shall be allowed one (1) voting delegate per member organization.
274 Delegates shall be members of the Conference Related Ministry’s board. The delegate shall be a
275 member of a Mennonite Church USA congregation. It is recommended that their term of office be
276 three years, renewable.

277
278 The Conference shall be notified regarding the appointment of delegates by June 30 of each year.
279

280 **Article IV, Section 3. Delegate Qualifications.**

281 Members of the Conference Assembly shall be persons who are members of a Conference congregation (or
282 a Mennonite Church USA congregation, in the case of Conference related ministries), and, preferably, who
283 are actively involved in a leadership role within the life and work of the congregation or the Conference, and
284 who manifest spiritual discernment, mature judgment, and a Christ-like lifestyle.
285

286 **Article IV, Section 4. Delegate Duties.**

287 It shall be the duty of Conference Assembly delegates to:
288

- 289 1. Participate fully in the worship, conferring, actions, and fellowship at all sessions of the Conference
290 Assembly,
- 291 2. Represent their congregation or related ministry to the Conference,
- 292 3. Interpret the Conference vision and priorities to their congregation or related ministry,
- 293 4. Be thoroughly familiar with the delegate job description and responsibilities and be prepared to
294 fulfill them.
- 295 5. Act as a two-way communication link for information and feedback between their congregation or
296 organization and the Conference.
297

298 **Article IV, Section 5. Meetings.**

299 The Conference Assembly shall meet at least annually, with the exact date, time and place to be set by the
300 Conference Board, at which time the delegates shall appoint a majority of the Conference Board members
301 and transact such business as may properly be brought before the meeting. The Conference Board may call
302 additional sessions as needed.
303

304 A. Quorum: Greater than fifty percent of the delegates must be present at any duly authorized session of
305 the Conference Assembly to constitute a quorum to do business. The Conference Board shall determine the
306 order of business. Actions shall be carried by a two-thirds vote of the delegates present.
307

308 If there is not a quorum of fifty percent of the delegates present, the meeting shall be cancelled and
309 rescheduled with a minimum of thirty days’ notice. If a meeting is held in less than thirty days after the
310 cancelled meeting, and a quorum is present, the Assembly can choose to waive the required thirty-day
311 notice.
312

313 **B. Notice of Meetings.** Written notice of every meeting of the Conference Assembly, stating the time, place,
314 and object thereof, shall be given to each delegate of record entitled to vote at the meeting, at least two
315 months prior to the day named for the meeting. In the case of a special meeting, the notice shall specify the
316 nature of the business to be transacted. Notice may be given to such persons either personally or by
317 sending a copy thereof by mail or email to the address supplied to the Conference.
318

319 **C. Action Outside of Meetings.** Provision may be made by the Conference Board for delegates to take action
320 outside a formal Conference Assembly. In such a case, all delegates shall be notified by mail or email and
321 shall be asked to respond in writing, by mail or email to the address supplied to the conference. The fifty
322 percent quorum governing a meeting will also be required for action outside of a meeting. In such
323 circumstances a two-thirds vote shall be required for the action to carry. If ten percent or more of the
324 delegates request a special meeting to process the issue in question, the vote will be suspended and a
325 meeting called per normal procedures outlined here within.
326

327 **D. Voting Power.** Every delegate of the Conference shall be entitled to one (1) vote. Upon request of a
328 member, the books or records of membership shall be produced at any regular or special meeting of the
329 Conference Assembly. If the right of a person to vote is challenged at a meeting, the presiding officer shall
330 require such books or records to be produced as evidence of the right of the person challenged to vote. All
331 persons who appear by such books or records to be legitimate congregational delegates will be entitled to
332 vote. The right of a congregational member to vote shall cease upon the termination of his/her membership
333 in a conference congregation. There will be no proxy delegate representation.
334

335 **Article IV, Section 6. Conference Moderator and Assistant Moderator.**

336 The Conference Assembly shall appoint a Moderator and an Assistant Moderator from among its
337 membership. They shall serve three-year terms. These terms may be renewed for two additional terms at
338 the discretion of the Conference Assembly. The Conference Moderator and Assistant Moderator shall
339 preside over the meetings of the delegate assembly.
340

341 **ARTICLE V - CONFERENCE BOARD**

342
343 **Article V, Section 1. Function.**

344 The Conference Board shall serve as the executive body of the Conference Assembly. It shall be the duty of
345 this executive body to:

- 346
- 347 1. Administer the vision and mission of the Conference and assure two-way communication between
348 the Board and the Conference constituency.
 - 349 2. Prepare an agenda for each session of the Conference Assembly and to distribute it to Assembly
350 delegates prior to the session.
 - 351 3. Receive and ratify minutes and reports from the Executive, Finance (including the Vision/Budget),
352 Ministerial committees and Franconia Mennonite Board of Missions and Charities (FMBMC, a.k.a.
353 FMC Properties) and evaluate their work.
 - 354 4. Serve as a resource to these committees.
 - 355 5. Hire the chief executive officer, who serves as Executive Director for the Conference Board and is
356 responsible for appropriate processes of hiring and supervision of other staff.
357

358 **Article V, Section 2. Membership.**

359 The Conference Assembly shall appoint, by affirmation, a majority of the Conference Board members. The
360 Conference Board may appoint several additional members to the Conference Board for overall board
361 balance and perspective. Conference Board members shall serve three-year terms of office, serving up to
362 three consecutive three-year terms. Conference Board membership shall be comprised of no less than nine
363 (9) appointed persons and shall include:
364

- 365 1. The Conference Assembly Moderator, who shall be the Conference Board Chair and Conference
366 Board Executive Committee Chair.
367 2. The Assistant Moderator, who shall be Conference Board Vice-Chair and Conference Board
368 Executive Committee Vice-Chair.
369 3. The Ministerial Committee Chair.
370 4. The Finance Committee Chair.
371 5. At least five members-at-large.
372 6. The chief executive officer and one other executive staff person shall serve as ex officio non-voting
373 members of the Board. Other executive staff may be invited to attend.
374

375 Vacancies. Vacancies in the Conference Board shall be filled by a majority vote of the remaining members of
376 the Board, even if less than a quorum, at any regular or special meeting; and each person so elected shall
377 serve the balance of the unexpired term. Vacancies for positions affirmed by the Conference Assembly shall
378 be temporarily filled by action of the Conference Board; the Conference Assembly shall take action on this
379 appointment at its next scheduled business session.
380

381 **Article V, Section 3. Meetings.**

382 The Conference Board shall meet at least four (4) times per year. Additional meetings may be called by the
383 executive officers of the Conference Board. A quorum of two-thirds of the voting Board members is
384 necessary to conduct a business meeting. While consensus is the preferred decision-making model, actions
385 taken by the Conference Board shall be carried by a simple majority.
386

387 **Article V, Section 4. Action outside of Meeting.**

388 Provision may be made for Conference Board members to take action outside a formal Conference Board
389 meeting. In such a case, all Conference Board members shall be notified in advance. Actions taken outside
390 of a meeting shall be carried by a two-thirds majority. The action shall be formally documented and
391 presented for approval at the next meeting of the Conference Board.
392

393 **Article V, Section 5. Participation in Meeting by Communication Device.**

394 A member of the Conference Board, who is unable to be physically present for a meeting, may participate in
395 a meeting by means of a conference telephone or similar communication equipment by means of which all
396 persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section
397 constitutes presence in person at the meeting by such person for purposes of a quorum.
398

399 **Article V, Section 6. Staff.**

400 The Conference Board shall employ a chief executive officer, who serves as executive director and is
401 responsible to secure appropriate staffing to carry out the work of the Conference Board. The chief
402 executive officer is accountable to the Conference Board through the moderator, who serves as Conference
403 Board chair.
404

405 **Article V, Section 7. Execution of Documents.**

406 Unless otherwise specified by the Conference Board, the chief executive officer shall be authorized to enter
407 into and execute on behalf of the corporation routine documents and agreements in the normal course of
408 business of the Conference. All other agreements and documents in the nature of loan agreements,
409 mortgages, notes, and deeds, shall be signed on behalf of the corporation by the chief executive officer only
410 when authorized by the Conference Board. Leases of Conference property may be signed by another staff
411 person as designated by the Conference Board. All signatures authorized hereunder shall be attested by the
412 chief financial officer, who shall affix the corporate seal.
413

414 **ARTICLE VI - COMMITTEES**

415

416 **Article VI, Section 1. General Policies.**

417 The Executive, Finance, and Ministerial Committees of the Conference Board, being comprised of members
418 of the Conference Board and others, shall carry out the vision and priorities of the Conference Board.
419 Communicating the vision and priorities of the Conference Board to the committees shall be the
420 responsibility of board and staff members who sit on those committees. The division of responsibility and
421 concern between the committees shall be resolved by mutual consultation and coordination of the
422 Conference Board.

423
424 **A. Committee Appointment.** Persons appointed to these Conference Board committees shall be those who
425 are actively involved in the life and work of a conference congregation or the Conference, and who manifest
426 spiritual discernment, mature judgment, and a Christ-like lifestyle. Persons shall have an interest and
427 capability for those areas of responsibility assigned to the committee. Board committee members shall
428 serve three-year terms of office, serving up to three consecutive three-year terms. Each board committee
429 shall be comprised of at least five (5) persons. The Conference Board shall provide a method of Gift
430 Discernment that will invite a balance of congregations. In the event that a position that is normally
431 appointed via the Conference Assembly becomes vacant, the Conference Board may appoint a substitute to
432 function with full responsibility in that same position until the next annual meeting of the Conference
433 Assembly, when delegates shall be invited to affirm this person.

434
435 **B. Committee Function.**

436 Each board committee shall appoint its own secretary, coordinate its activities, appoint subcommittees, co-
437 opt additional competencies if and when needed, make regular reports to the Conference Board and an
438 annual report to the Conference Assembly, and prepare annual budgets for presentation to the Finance
439 Committee. A quorum of two-thirds of the voting board committee members is necessary to conduct
440 business meetings. Actions taken by board committees shall be carried by a simple majority of those
441 present.

442
443 **C. Action outside of Committee.**

444 Provision may be made for board committee members to take action outside a formal board committee
445 meeting. In such a case, all board committee members shall be notified in advance. Actions taken outside
446 of committee shall be carried by a two-thirds majority. The action shall be formally documented and
447 presented for approval at the next meeting of the committee.

448
449 **D. Participation in Meeting by Communication Device.**

450 A member of a board committee, who is unable to be physically present for a meeting, may participate in a
451 meeting by means of a conference telephone or similar communication equipment by means of which all
452 persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section
453 constitutes presence in person at the meeting by such person for purposes of a quorum.

454
455 **Article VI, Section 2. Executive Committee.**

456 The Conference Board Executive Committee shall include the following positions: the Conference Assembly
457 moderator, who shall be the Conference Board chair and Conference Board Executive Committee chair;
458 assistant moderator, who shall be Conference Board vice-chair and Conference Board Executive Committee
459 vice-chair; the chief executive officer, and up to two other executive staff members as ex officio non-voting
460 members. The Conference Board may appoint one to two additional members from the Conference Board
461 to serve on the Executive Committee. Actions of the Executive Committee ratified by the Conference Board
462 become official.

463
464 The Executive Committee shall set the agenda for the Conference Board and work on behalf of the Board
465 between meetings to carry out vision and policy. The Executive Committee shall represent the Conference
466 Board on matters pertaining to congregational life and other relationships, including Conference related
467 ministries, churchwide structures, and interchurch ecumenical contacts. In addition to handling

468 administrative matters, the Executive Committee shall encourage and give guidance to programs of mission
469 and evangelism, voluntary service and other alternatives to military service, international mission and
470 service, and ministries of peace and social concern. It may appoint or delegate others to carry out these
471 priorities.

472
473 On a regular basis, matters of faith and life shall be reviewed. The Conference Board shall make a process
474 available to congregations and related ministries to assist in advising and discerning on matters of faith and
475 life. This process shall be appropriately connected to the Conference Board and its committees so that
476 matters of faith and life can be dealt with in fairness to those involved and in faithfulness to the
477 Conference's statements of identity.

478
479 In the event that a position, which is normally appointed via the Conference Assembly, becomes vacant, the
480 Conference Board may appoint a substitute to function with full responsibility in that same position until the
481 next annual meeting of the Conference Assembly, when delegates shall be invited to affirm this person.

482
483 Organizations other than congregations that relate to the Conference and its congregations connect to the
484 Conference through the Executive Committee, using whatever agreed-upon processes are currently in place.

485
486 **Article VI, Section 3. Finance Committee.**

487 The Conference Assembly shall have the responsibility to affirm the chair of the Conference Board Finance
488 Committee. The Conference Board Executive Committee shall appoint four members to the Finance
489 Committee. The Finance Committee may appoint up to three additional members to the Finance
490 Committee for overall committee balance and perspective. The Finance Committee shall be responsible for
491 providing responsible leadership on fiscal matters pertaining to the Conference and its property and assets.
492 The Finance Committee shall develop a budget based on the vision of the Conference Assembly and/or the
493 Conference Board and recommend it to the Conference Board for approval. Actions of the Finance
494 Committee ratified by the Conference Board become official. The conference staff person that is
495 responsible for the Finance Committee shall serve as an ex officio non-voting member of the Finance
496 Committee.

497
498 Franconia Mennonite Board of Missions and Charities (FMBMC, a.k.a. FMC Properties) serves as a holding
499 corporation for properties owned by Franconia Mennonite Conference and consults on financial matters as
500 directed by the Franconia Mennonite Conference Board through its Finance Committee. Franconia
501 Mennonite Conference Board shall appoint a minimum of three directors. The Finance Committee chair
502 shall serve as an ex officio voting member of FMBMC, and the chief operating officer of FMBMC shall serve
503 as ex officio non-voting member of FMBMC. The FMBMC board shall convene at least twice a year to
504 conduct business and keep minutes of their meetings. Actions of the Franconia Mennonite Board of
505 Missions and Charities ratified by the Conference Board and Conference Board Finance Committee become
506 official. Property acquisition and disposal shall only be enacted with due process by the Conference Board.
507 The chief operating officer of FMBMC is authorized to sign lease agreements on behalf of FMBMC.

508
509 **Article VI, Section 4. Ministerial Committee.**

510 The Conference Assembly shall have the responsibility to affirm the chair of the Conference Board
511 Ministerial Committee and three additional members. The Conference Board shall appoint four members to
512 the Ministerial Committee. The Ministerial Committee may appoint two members to the Ministerial
513 Committee for overall committee balance and perspective. The Ministerial Committee shall be responsible
514 for overall policies related to the calling, credentialing, training, and disciplining of those persons being
515 credentialed by the Conference. The Ministerial Committee is responsible for approving and granting
516 ministerial credentials in keeping with *A Mennonite Polity for Ministerial Leadership* and its designations for
517 the status of credentialed leaders. The conference staff person who is responsible for the Ministerial
518 Committee shall serve as an ex officio non-voting member of the Ministerial Committee.

519

520 A Credentials Committee comprised of two members appointed by the Conference Assembly and three
521 members appointed by the Ministerial Committee shall interview and recommend persons for credentialing.
522 The Ministerial Committee shall develop policies for the work of the Credentials Committee that reflect the
523 standards of faith and practice for credentialed leaders in the Conference and act on recommendations from
524 the Credentials Committee. Actions of the Ministerial Committee (including approval of candidates for
525 ministerial credentials) ratified by the Conference Board become official. The conference staff person who
526 is responsible for the credentialing process shall serve as an ex officio non-voting member of the Credentials
527 Committee.

528 ARTICLE VII – DISSOLUTION

530
531 The assets of this corporation are irrevocably dedicated to charitable purposes and upon the dissolution of
532 the corporation or winding-up of its affairs, the assets shall be distributed to Mennonite Church USA or a
533 qualified organization related to the Conference or Mennonite Church USA; or such organizations as are
534 then qualified as exempt organizations under the provisions of Section 501 (c) (3) of the Internal Revenue
535 Code; and, if none of the supported organizations are then so qualified, to such charitable purposes as
536 would qualify under Section 501 (c) (3) of the Internal Revenue Code; or shall be distributed by a court of
537 competent jurisdiction exclusively for such purposes to such organizations as said court shall determine
538 which are organized and operated for charitable and religious purposes.

539 ARTICLE VIII - INDEMNIFICATION OF CONFERENCE BOARD 540 AND OFFICERS AND LIMITATION OF BOARDS' PERSONAL LIABILITY.

541 **Article VIII, Section 1. Personal Liability of Board Members.**

542
543 The corporation shall indemnify to the full extent of the law, and may indemnify or agree to indemnify to
544 the full extent required by law, any person who was or is a party, or is threatened to be made a part, to any
545 threatened, pending, or contemplated action, suit, or proceeding whether civil, criminal, administrative or
546 investigative, by reason of that person's being or having been a director, officer, employee, or agent of the
547 corporation or of any enterprise at the request of the corporation. Notwithstanding the foregoing, the
548 corporation has no obligation to purchase insurance on behalf of any person who is or was a director,
549 officer, employee, or agent of the corporation against any liability asserted against or incurred by that
550 person in any such capacity, or arising out of that person's status as such. Such insurance may be provided
551 by the corporation at the sole discretion of the Conference Board.

552 **Article VIII, Section 2. Limitation of Director's Personal Liability.**

553
554 No director shall be personally liable for monetary damages as such for any action taken, or failure to take
555 any action, unless:

- 556
557
- 558 1. The Director has breached or failed to perform the duties of his/her office relating to the standard
559 of care and justifiable reliance; and
 - 560 2. The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness,
561 provided, however, that the provisions of this section shall not apply to: (1) the responsibility or
562 liability of a director pursuant to any criminal statutes; or (2) the liability of a director for the
563 payment of taxes pursuant to local, state, or federal law.

564 **Article VIII, Section 3. Standard of Care of Directors and Justifiable Reliance by Directors.**

565
566 A director shall stand in a fiduciary relation to the corporation and shall perform his/her duties as a director,
567 including his/her duties as a member of any committee of the Board upon which he/she may serve, in good
568 faith, in a manner he/she reasonably believes to be in the best interests of the corporation, and with such
569 care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under
570 similar circumstances. In performing his/her duties, a director shall be entitled to rely in good faith on
571 information, opinions, reports or statements, including financial statements and other financial data, in each

572 case prepared or presented by any of the following: (1) one or more officers or employees of the
573 corporation whom the director reasonably believes to be reliable and competent in the matters presented;
574 (2) counsel, public accountants or other persons as to matters to which the director reasonably believes to
575 be within the professional or expert competence of such person; (3) a committee of the Board of upon
576 which he/she does not serve, duly designated in accordance with law, as to matters within its designated
577 authority, which committee the director reasonably believes to merit confidence. A director shall not be
578 considered to be acting in good faith if he has knowledge concerning the matter in question that would
579 cause his/her reliance to be unwarranted. In discharging the duties of their respective positions, the
580 Conference Board, committee of the Board, and individual directors may, in considering the best interests of
581 the corporation, consider the effects of any action upon employees, upon suppliers and congregations or
582 customers of the corporation and upon communities in which offices or other establishments of the
583 corporation are located, and other pertinent factors. The consideration of those factors shall not constitute
584 a violation of the foregoing duties of the directors as set forth herein. Absent breach of fiduciary duty, lack
585 of good faith or self-dealing, actions taken as a director or any failure to take any action shall be presumed
586 to be in the best interests of the corporation.

587 **ARTICLE IX - AMENDMENTS**

588
589 The Charter or these By-Laws of Franconia Mennonite Conference may be altered, amended, or repealed by
590 a two-thirds majority of the votes cast by delegates of the Conference Assembly, providing that delegates
591 are notified ahead of time of the proposed amendments via the docket and that the amendments are then
592 presented for action at a subsequent regularly scheduled meeting of the Conference Assembly. Such
593 proposed amendments may be presented by the Conference Board. Voting members of the Conference
594 Assembly may also propose amendments provided that a minimum of ten percent of the delegates,
595 representing a minimum of ten percent of the congregations, co-sponsor the proposal.
596

597

598

599 Original Constitution adopted in 1971.

600 Multiple amendments made between 1971 and 1995.

601 Delegates adopted new Bylaws as presented at Conference Assembly on November 9, 2002.

602 By-Laws amended by delegate action, November 13, 2004.

603 By-Laws amended by delegate action, November 11, 2006.

604 By-Laws amended by delegate action, November 12, 2011.