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NATIONAL COUNCIL OF THE CHURCHES OF CHRIST IN THE
U.S.A.

CONSTITUTION

AS AMENDED THROUGH NOVEMBER 2004

and

BYLAWS

AS AMENDED THROUGH NOVEMBER 2004

COMBINED IN A SINGLE DOCUMENT AS APPROVED
BY THE GENERAL ASSEMBLY IN 1996

***Bold italic text inside a border
is from the Constitution.***

Unbordered text in regular type is from the Bylaws.

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**CONSTITUTION AND BYLAWS
OF THE NATIONAL COUNCIL OF THE CHURCHES OF CHRIST
IN THE USA**
(as amended November 2004)

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INTRODUCTION

41 The Council is comprised of two ministries which since July 1, 2000 have been
42 financially and operationally separate, although both remain under the General
43 Assembly and the President of the Council. The Faith, Justice and Education Ministry
44 ("FJEM") includes the work of five Commissions, each responsible for different program
45 areas; and is managed by the Governing Board with the General Secretary as its chief
46 executive officer. Church World Service, the service ministry of the Council, is
47 separately incorporated as Church World Service, Inc. ("CWS Inc."); the Executive
48 Director is its chief executive officer, and it is managed by its Board of Directors, who are
49 elected by the General Assembly.

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NOTES ON FORMAT AND TERMS

53 The General Assembly in 1996 approved publication of the Council's Constitution and
54 Bylaws as two documents combined into one, with duplications eliminated and
55 provisions grouped in such a way that all information related to a particular topic would
56 be found in a single section of the document rather than scattered throughout. The
57 format was to be designed in such a way that it would be possible to identify the source
58 document for each provision and to separate the two documents, should that ever prove
59 necessary.

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Text in bold italic print surrounded by double border is Constitution.

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Text in regular type which is not bordered is Bylaws.

66 The following document contains all of the provisions from both of the separate
67 governance documents, as amended to date. Specifically, both the Constitution and the
68 Bylaws are presented as amended through November 2004.

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Throughout this combined Constitution and Bylaws, the term "communion" is used to refer to national church bodies. The terms "church" and "churches" are used when the reference is to local parishes, judicatories, or a combination of local and national structures. As is traditional in ecumenical usage, the term "the Church" refers to the one, holy community intended by God and toward which we turn as our ecumenical goal.

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**CONSTITUTION AND BYLAWS
OF THE NATIONAL COUNCIL OF THE CHURCHES OF CHRIST
IN THE USA**

PREAMBLE

The National Council of the Churches of Christ in the USA is a community of Christian communions, which, in response to the gospel as revealed in the Scriptures, confess Jesus Christ, the incarnate Word of God, as Savior and Lord. These communions covenant with one another to manifest ever more fully the unity of the Church. Relying upon the transforming power of the Holy Spirit, the communions come together as the Council in common mission, serving in all creation to the glory of God.

ARTICLE I - NAME

The name of this organization is the NATIONAL COUNCIL OF THE CHURCHES OF CHRIST IN THE USA, hereinafter referred to as "the Council."

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ARTICLE II - PURPOSE

The purpose of the Council is to be a community through which communions can make visible their unity given in Christ, and can live responsibly in witness and service. This purpose is served as communions, striving to express unity by living together as the Council:

A. Further their vocation to proclaim Jesus Christ as Savior and Lord;

B. Engage in ecumenical worship and in biblical and theological study;

C. Challenge and counsel one another in mutual accountability as a witness to the unity of the Church;

D. Share resources for unity and mission;

E. Strive for peace and justice in the social, political and economic order;

F. Practice and advocate careful stewardship of God's creation;

G. Act as responsible servants to people in need;

H. Foster education about and for ecumenism and engage in all educational efforts from an ecumenical perspective;

I. Nurture ecumenical life through relationships with: local, regional, national and world ecumenical bodies, and groups and movements of Christians seeking renewal and unity;

J. Cultivate relationships and dialogue with people of other faiths and ideologies.

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ARTICLE III - INCORPORATION AND CORPORATE POWERS

Section 1. Incorporation

The Council is incorporated as prescribed in its Certificate of Incorporation pursuant to the former Membership Corporations Law of the State of New York.

Section 2. Revised Constitution

Pursuant to the Not-For-Profit Corporation Law of the State of New York, which replaced the Membership Corporations Law, the Council adopts and promulgates this revised Constitution.

Section 3. Incorporation of a Council Entity

With the approval of the Governing Board, a duly constituted entity of the Council may be individually incorporated. Incorporation shall not modify the relationship and obligations of such incorporated entity as a component entity of the Council.

Section 4. Authorities

The Council shall have all the powers conferred by law, including but not limited to those granted to it in its Certificate of Incorporation. These shall include the power to:

- A. Pursue the purposes for which it is established;***
- B. Regulate its own proceedings in accordance with its Constitution;***
- C. Acquire real and personal property by purchase, devise, bequest, gift, or otherwise, and to hold, use, assign, and dispose of the same;***
- D. Sue and be sued;***
- E. Adopt and promulgate Bylaws to implement provisions of this Constitution, in harmony therewith and with its Certificate of Incorporation;***

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F. Elect and remove officers and prescribe their terms, qualifications, and powers;

G. Secure, appropriate, and administer funds for its work;

H. Establish and maintain a staff to conduct its authorized affairs.

Section 5. Limitations

The Council shall have no authority or administrative control over the communions which constitute its membership. It shall have no authority to prescribe a common creed, form of church government, or form of worship, or to limit the autonomy of the churches cooperating in it. Membership in the Council, in and of itself, does not constitute an affirmation of the rites and rituals of the member communions.

ARTICLE IV - RELATED ORGANIZATIONS

A Related Organization is an organization which, while not a part of the institutional structure of the Council, has a program relationship with the FJEM or the General Secretariat of the Council as described in Article I Section 3.C of the Bylaws. Related Organization status shall be approved by the Governing Board upon recommendation by the Membership and Ecclesial Relations Committee or the General Secretary.

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ARTICLE V - MEMBERSHIP AND PARTICIPATION

Section 1. Eligibility

Acceptance by a communion of the nature and purposes of the Council, as set forth in the Preamble and body of this Constitution, is prerequisite to eligibility for election to membership in the Council.

Article I - Membership and Participation

Section 1. Certification of Eligibility

A church body may be recognized by the General Assembly as a Christian communion eligible for election to membership in the Council upon its acceptance of the nature and purposes of the Council as set forth in the Preamble and body of the Constitution and upon satisfaction of the following criteria:

- A. It shall have a basis of association on which the communion exists as a Christian body. Such basis of association may be a constitution or may be in the form of a creed, statement of faith, covenant, or other form of confession.
- B. It shall have identity as an autonomous and stable church body with corporate existence within the United States.
- C. It shall have demonstrated a spirit of cooperation with, and respect for, the convictions of other communions.
- D. It shall have a definite form of church government including a responsible central body and a general agency or agencies for the furtherance of its work and for the training of its ordained ministry.
- E. It shall have a communicant membership of at least 20,000 persons and at least 50 local churches, unless special circumstances warrant exceptions.

Section 2. Recommendation for Membership

The Membership and Ecclesial Relations Committee may recommend an eligible non-member communion for election to membership in the Council by the General Assembly provided that the Membership and Ecclesial Relations Committee has notified the General Assembly that the non-member communion:

- A. has satisfied requirements as set forth in Section (1), above,
- B. conforms to the provisions of Article V, Section 1 of the Constitution, and
- C. has expressed a desire to become a member.

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Section 2. Election to Membership

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A communion may become a member of the Council upon its request if:

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A. it has been certified eligible for consideration for membership by the General Assembly at a previous regular meeting;

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B. two-thirds of the member communions present and voting at a meeting of the General Assembly approve (the delegations of communions voting separately); and

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C. two-thirds of the delegates to the General Assembly present and voting approve.

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Section 3. Responsibilities

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Communions in assuming membership in the Council thereby accept responsibility for assisting in the furtherance of its purposes and work, by making annual financial contributions, and by reporting, interpreting and embodying the purposes and work of the Council within their constituencies.

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Section 3. Participation

A. Recognition of Communions Formed Through Unions:

A communion resulting from the union of one or more communions which have been members of the Council with one or more communions not previously members shall be recognized as a member of the Council by the General Assembly, upon receipt by the Assembly of a statement from the new communion that it accepts the provision of Article V of the Constitution and that it desires to become a member of the Council on the basis of that Article.

A communion resulting from the union of two or more communions, each of which has been a member of the Council, shall be recognized as a member of the Council by the General Assembly, upon receipt by the Assembly of a statement of intention of the new communion to fulfill the obligations of Council membership.

B. Communion Representation

The nature of representation from member communions and the relative authority of their representatives on boards and committees of the Council may differ as between communions and, except as otherwise provided in the Constitution and these Bylaws, is subject to definition and qualification only by the communion concerned. All representatives, however, have equal status, responsibility and vote on the Council bodies to which they have been elected or appointed.

C. Related Organizations

1. *Definition:* Related Organizations are defined in Article IV of the Constitution.

2. *Statement of Understanding:* A statement of understanding between the Related Organization and the Council shall be required, and shall include:

- A) a statement by both the Related Organization and the Council describing the rationale of each for establishing the relationship;
- B) information about how the relationship is to be carried on;
- C) affirmation that the Related Organization has obtained not-for-profit status;
- D) affirmation that its program is compatible with the religious and charitable purposes of the Council; and
- E) acknowledgment that the Related Organization has no right to speak for or represent the Council.

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3. *Privileges and Responsibilities:* The participation of a Related Organization shall include:

- A) attendance at Program Committee or Commission meetings with voice but not vote;
- B) reporting through the sponsoring Program Ministry or Commission;
- C) participation in the work of the Council, through the Program Ministry or Commission;
- D) quadrennial review of the relationship;
- E) responsibility of the Related Organization for its own policy and program;
- F) responsibility of the Related Organization for its own fund-raising and financial obligations;
- G) responsibility of the Related Organization for its personnel policies and staff, who are neither employees of the Council nor on its payroll; and
- H) reimbursement for any services provided by the Council.

4. *Establishment of Program Ministry:* A Related Organization may request a formal organizational relationship to the Council as a Program Ministry. Upon recommendation of the Executive Committee, the Governing Board may approve the creation of such a program ministry.

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ARTICLE VI - OFFICERS

Section 1. Designation

The Officers of the Council shall be the President, General Secretary (without vote), President-Elect, Immediate Past-President, and Vice-Presidents as specified in the Bylaws (one of whom must be a lay person). The President, President-Elect, and Immediate Past-President serve two-year terms, and Vice-Presidents serve for four years. The Governing Board Secretary and Governing Board Treasurer also serve four-year terms.

Article II - Officers

Section 1. In General

A. The President, the President-Elect, the Immediate Past-President, the Vice-Presidents and the Governing Board Secretary shall meet regularly with the General Secretary to review the functioning of the General Assembly and Governing Board and the life and work of the Council as a whole. They (1) shall provide advice and counsel to the General Secretary and assist with the interpretation of the work of the Council and (2) may present proposals to the Governing Board or the General Assembly.

B. All officers of the Council (except the General Secretary) and the Governing Board Secretary shall be ineligible to succeed themselves in their respective offices, except in the event that a President-Elect assumes office as President in mid-term.

Section 2. Responsibilities

The Officers of the Council and the Governing Board Secretary shall be the officers of the General Assembly. The Officers of the Council and the Governing Board Secretary and Treasurer shall be the officers of the Governing Board. They shall have the responsibilities and authorities granted in the Constitution or Bylaws or by action of the General Assembly or Governing Board in addition to those inherent pursuant to corporate law.

413 Section 2. Responsibilities

414

415 A. President

416

417 The President, as presiding officer of the General Assembly and Governing Board, shall
418 interpret their actions and provide leadership to the life and work of the Council. As senior
419 officer of the Council, the President also serves as a public representative speaking on
420 behalf of the Council;

421

422 B. General Secretary

423

424 1. *Overall Responsibilities:* Reporting through the President, the General Secretary
425 shall be the principal executive officer of the Faith, Justice and Education Ministry
426 and General Secretariat (collectively "FJEM/GS") of the Council, responsible to the
427 General Assembly and Governing Board for:

428

429 A) providing dynamic leadership;

430

431 B) articulating the missions(s) and purpose of the Council;

432

433 C) providing spiritual guidance and vision;

434

435 D) symbolizing the vocation of Christian unity in service and witness;

436

437 E) maintaining relationships with the communions; and

438

439 F) implementing and interpreting policy.

440

441 2. *Responsibilities related to General Assembly:* The General Secretary shall
442 present matters to the appropriate General Assembly committees for review and
443 recommendation to the full Assembly or the Governing Board. The General
444 Secretary may bring directly to the full Assembly any matter or recommendation
445 which in the General Secretary's judgment warrants direct presentation and shall,
446 upon request by the Executive Director of CWS, bring directly to the full Assembly
447 any matter or recommendation which in the Executive Director's judgment warrants
448 direct presentation.

449

450 3. *Specific Duties and Responsibilities:* The General Secretary is expected to:

451

452 A) Coordinate and staff the formulation of objectives, goals, and plans for the
453 work of the FJEM/GS.

454

455 B) Ensure that the Council coordinates effectively as a whole.

456

457 C) Serve as the chief ecumenical spokesperson of the Council; and interpret the
458 Council to its constituency, other religious bodies, other organizations, the
459 government and the general public.

460

461 D) Coordinate and facilitate the public policy advocacy of the Council.

462

463 E) Seek to assure adequate financial support for the Council and its programs;
464 and coordinate and facilitate the fundraising goals and objectives of the
465 Council.

466

- 467 F) Encourage and enable the FJEM/GS, General Assembly and Governing
468 Board to meet the inclusiveness goals of the Council.
469
- 470 G) Prepare agendas for meetings of the General Assembly and the Governing
471 Board in consultation with the officers of the Council.
472
- 473 H) Recommend to the Governing Board and General Assembly changes in the
474 organizational principles and structural design of the Council..
475
- 476 I) Recommend to the Governing Board services in support of authorized
477 programs, indicating required resources, staff, policies and procedures.
478
- 479 J) Participate in the selection of all elected staff of the FJEM/GS.
480
- 481 K) Assign responsibilities and duties of staff within the General Secretariat.
482
- 483 L) Enable Council-wide staff to work together with a view to maintaining the
484 wholeness of the programs of the Council.
485
- 486 M) Direct the development of an annual consolidated budget for
487 recommendation to the Governing Board.
488
- 489 N) Evaluate and report to the Governing Board on over-all progress,
490 accomplishments, and problems related to authorized plans and programs.
491
- 492 O) Coordinate relationships between the Council and the World Council of
493 Churches and other world and national bodies related to the ecumenical
494 movement and coordinate interfaith programs and relationships.
495
- 496 4. *Authority:* The General Secretary is authorized to:
497
- 498 A) Direct the administration of the FJEM/GS and the coordination of its
499 authorized programs.
500
- 501 B) Consult with Council Officers, the Governing Board or FJEM/GS staff on any
502 matter of program, policy or administration requiring their attention, including
503 program needs, opportunities or problems.
504
- 505 C) Serve as a member of all search committees seeking to fill elected FJEM/GS
506 staff positions other than the position of General Secretary.
507
- 508 D) Recommend to the Governing Board election of Associate
509
510 General Secretaries of the Council after consultation with the Human
511 Resources Committee to assure that all appropriate personnel procedures
512 have been followed.
513
- 514 E) Recommend persons to fill elected staff positions in the FJEM/GS in
515 consultation with appropriate constituency bodies and after consultation with
516 the Human Resources Committee to assure that all appropriate personnel
517 procedures have been followed.
518
- 519 F) Inform all nominees for elected staff positions in the FJEM/GS of the terms of
520 their employment, as specified in these Bylaws.

- 521
522 G) When circumstances require, make interim appointments to elected
523 FJEM/GS staff positions, after consultation with appropriate constituency
524 groups, with the approval of the Governing Board. Interim appointments may
525 be made for a period of time not to exceed a non-renewable term of two
526 years. Interim appointees shall not be eligible for regular election to staff
527 positions. All interim appointments require referral to the Human Resources
528 Committee for assurance that all appropriate personnel procedures have
529 been followed.
530
- 531 H) Terminate the services of an Associate General Secretary, after consultation
532 with the appropriate Commission(s), and after consultation with the Human
533 Resources Committee to ensure that personnel procedures have been
534 properly carried out. If joint agreement is not obtained, the matter will be
535 arbitrated by the Executive Committee who shall have final authority
536 regarding the termination of such personnel.
537
- 538 I) Request of relevant supervisors the services of FJEM/GS staff for specific
539 short-term assignments as may be needed from time to time.
540
- 541 J) Approve changes or adjustments in organizational structure and function
542 within the FJEM/GS in consultation with the Standing Committees or
543 Program Committees concerned.
544
- 545 K) Administer appropriate policies and procedures for financial management
546 and control to assure proper budgeting, custody, assignment, expenditure
547 and accounting of funds.
548
- 549 L) Intervene in and suspend, until decision can be taken by the General
550 Assembly or the Governing Board, any action, statement or proposal, which
551 in the judgment of the General Secretary is or may be contrary to the
552 Constitution or these Bylaws or to established positions, policies, procedures,
553 or programs approved by the General Assembly or the Governing Board, or
554 is or may be otherwise detrimental to the interests of the Council, and bring
555 such matters to the attention of the General Assembly or the Governing
556 Board.
557

558 C. President-Elect and Vice-Presidents
559

560 The President-Elect and the Vice-Presidents of the Council shall perform duties as requested
561 by the President and shall assist in the representation and interpretation of the Council as
562 requested by the President or General Secretary. The President-Elect shall chair the
563 Reference Committee of the General Assembly. In the event that the President-Elect is not
564 available to serve in that capacity, the President shall appoint a member of the Governing
565 Board to serve as Chair of the Reference Committee.
566

567 D. Governing Board Secretary
568

- 569 1. The Governing Board Secretary shall be responsible for the official records and
570 communications of the General Assembly and the Governing Board.
571
- 572 2. The Governing Board Secretary, in cooperation with the General Secretary, shall
573 have responsibility to:
574

- 575 A) Provide for proper custody of the Seal of the Council and proper action in
576 affixing and attesting the Seal when necessary.
577
- 578 B) Provide for the notification of officers, members of committees of the General
579 Assembly and the Governing Board, and members of FJEM/GS
580 Commissions of their election or appointment.
581
- 582 C) Provide for the maintenance of a list of Officers, committee and Commission
583 members, and other persons representing constituent communions or other
584 organizations in the FJEM/GS.
585
- 586 D) Supervise the recording of votes and actions of the General Assembly and
587 the Governing Board.
588
- 589 E) Provide for the preparation and the circulation of minutes of the General
590 Assembly and of the Governing Board.
591
- 592 F) Transmit official communications of the General Assembly or the Governing
593 Board.
594

595 E. Governing Board Treasurer

- 596
- 597 1. Unless otherwise specified by the Governing Board, the Governing Board Treasurer shall
598 be the chief financial officer of the FJEM.
599
- 600 2. Checks and drafts, notes, contracts, deeds, leases and other instruments shall be
601 executed by such officer(s) or other agent(s) as the Governing Board shall from time to time
602 authorize.
603

604 Section 3. Election.

- 605
- 606 A. General Secretary:
- 607
- 608 1 The General Secretary shall serve a four year term co-terminous with the
609 quadrennium and shall be eligible for re-election for not more than two additional
610 consecutive terms.
611
- 612 2. Unless the incumbent has stated an intent not to seek re-election, the Executive
613 Committee together with the Immediate Past President shall conduct the quadrennial
614 evaluation required in the Bylaws and report their findings to the General Assembly
615 meeting that third year of the quadrennium, with a recommendation about whether or
616 not to re-elect the General Secretary.
617
- 618 3. In the event that the incumbent does not seek re-election or that the Executive
619 Committee together with the Immediate Past President, based on the quadrennial
620 evaluation, do not recommend re-election, the President shall name a Search
621 Committee of up to 40 people including the President, the President-Elect, two (2)
622 Vice Presidents, and the Chair of the Human Resources Committee. The Search
623 Committee membership shall be announced no later than December 1 of the third
624 year of the Quadrennium. The Search Committee shall be constituted in accord with
625 the Council's requirements for inclusiveness and representation of the member
626 communions.
627

- 628 4. The Executive Committee shall review the job description of the General Secretary
629 and identify procedures for recruiting for the position, both of which shall be
630 presented for information to the General Assembly meeting during the third year of
631 the Quadrennium and provided to the Search Committee upon its appointment.
632
- 633 5. The Search Committee shall nominate a candidate for election as General Secretary
634 by the General Assembly in the fourth year of the Quadrennium (the Quadrennial
635 meeting). The Search Committee shall nominate the candidate to the General
636 Assembly no later than one month before the General Assembly meeting.
637
- 638 6. In the event that the Search Committee is not able to nominate a candidate in time
639 for the Quadrennial meeting of the General Assembly, the Governing Board shall
640 recommend to the General Assembly a person to serve as Interim General Secretary
641 until such time as a candidate is nominated, is elected by the General Assembly, and
642 assumes office. The incumbent General Secretary may be considered for this
643 position.
644
- 645 B. Other Officers
646
- 647 1. The General Assembly shall elect a President-Elect at the General Assembly
648 meetings in the second and fourth years of the quadrennium who will take office the
649 following January 1 and then succeed to the presidency two years later .
650
- 651 2. In the fourth year of each quadrennium, the General Assembly shall also elect four
652 Vice-Presidents of the Council and the Governing Board Secretary, all for terms
653 starting on January 1 of the first year of the quadrennium and extending through
654 December 31 of the fourth year. The Chairperson of the Church World Service
655 ("CWS") ministry of the Council, having been chosen in accordance with the Bylaws
656 of CWS Inc., shall ex officio be nominated as a Vice-President of the Council. The
657 Chairperson of the Administration and Finance Committee of the Governing Board,
658 having been nominated to that position by the Nominations Committee, shall ex
659 officio be nominated as a Vice-President of the Council. The other two Vice-
660 Presidents (one of whom must be a lay person) shall serve at large, having been
661 nominated by the Nominations Committee in accord with the Bylaws.
662
- 663 3. For any of the offices other than General Secretary and the two Vice-Presidents ex
664 officio, nominations may be proposed in writing in addition to the nominations
665 presented by the Nominations Committee, provided that
666
- 667 A) the person nominated has consented to the nomination;
668
- 669 B) the person nominated has the approval of his/her communion; and
670
- 671 C) the nomination is supported by the signatures of at least ten (10)
672 representatives, five (5) of whom are from different communions.
673
- 674 4. Any contested election shall be by secret ballot. The person receiving the highest
675 number of votes for each office shall be elected. In the event of a tie, there will be a
676 run-off election between the two persons receiving the highest number of votes.
677
678

- 678 5. In November of the fourth year of each quadrennium, the Governing Board shall
679 elect the Governing Board Treasurer from among the FJEM/GS staff upon
680 nomination by the General Secretary confirmed by the Administration and Finance
681 Committee.
682

683
684 **Section 3. Qualification and Election**

685
686 **A. Each Officer of the Council and the Governing Board Secretary shall be a**
687 **member in good standing of a communion which is a member of the**
688 **Council, and shall serve upon its approval.**

689
690 **B. All Officers of the Council and the Governing Board Secretary are**
691 **elected by the General Assembly.**

692
693 **C. All officers of the Council (except the General Secretary) and the**
694 **Governing Board Secretary shall serve without compensation except as**
695 **otherwise authorized by the General Assembly.**

696
697 **Section 4. Suspension or Removal**

698
699 **A. The Governing Board may at any regular or special meeting suspend any**
700 **Officer of the Council or the Governing Board Secretary from elected**
701 **office or suspend or remove the Governing Board Treasurer upon**
702 **establishment of a quorum and subsequent majority vote.**

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704 **B. The General Assembly may at any regular or special meeting remove any**
705 **Officer of the Council or the Governing Board Secretary from elected**
706 **office for cause upon establishment of a quorum and subsequent**
707 **majority vote, provided at least one delegate of each of two-thirds of the**
708 **member communions present and voting votes for such removal.**
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710 Section 4. Vacancies in Office

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712 A. In the event that a General Secretary resigns, dies, is removed from office, or is unable to
713 serve for some other reason, the General Assembly shall fill the position for the unexpired
714 term, following procedures specified in A.3 and 4 of Section 3 above except as regards
715 the dates specified. The Executive Committee may nominate and the Governing Board
716 may elect an interim General Secretary to carry out the duties of the General Secretary
717 until the General Assembly confirms a nomination from its Search Committee.

718

719 B. The President-Elect shall act in the capacity of President in the President's absence or
720 unavailability. In the absence or unavailability of both, the other officers may designate
721 one of the remaining officers with the exception of the General Secretary to act in this
722 capacity.

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724 C. Upon the temporary disability of the President, the President-Elect shall be Acting
725 President until such time as the disability ceases.

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727 D. Upon the resignation, death, or removal from office of the President, the President-Elect
728 shall succeed to the office of President. In the event of such a succession by the
729 President-Elect, the President-Elect shall finish the unexpired term of the President and
730 shall serve the full term intended at the time of election. In the absence, or disability of
731 the President-Elect, the General Secretary shall convene the officers who shall designate
732 an Acting President from among the remaining officers with the exception of the General
733 Secretary.

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735 E. A vacancy occurring in the office of President-Elect shall be filled by the General
736 Assembly for the unexpired term of the office except that in the event the President-Elect
737 has succeeded to an unexpired term of the President, the new President-Elect selected
738 by the General Assembly will serve the unexpired term of the predecessor and then serve
739 a full two-year term as President-Elect.

740

741 F. In the event of a vacancy in an office of Vice-President or Governing Board Secretary, the
742 Governing Board may elect a duly qualified person to fill the office on an acting basis
743 pending the General Assembly's filling the vacancy for the unexpired term. The acting
744 office holder shall be eligible for election by the General Assembly.

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ARTICLE VII - GENERAL ASSEMBLY

Section 1. Designation

As a witness to oneness in Christ and His mission, the General Assembly shall give leadership to the Council through ecumenical sharing among communions and development of the life of the Council as a community of communions. The General Assembly shall be the primary legislative body of the Council.

Section 2. Membership

Membership of the General Assembly shall consist of the Officers of the Council, representatives of the member communions, members of the Governing Board and the CWS Inc. Board of Directors not included among the representatives of their respective communions, and additional members of communions elected or appointed as follows:

A. A base of five (5) representatives from each member communion plus:

1. one (1) additional person for each 250,000 communicant members or major fraction thereof above the first 250,000 up to a total of 2,000,000; plus

2. one (1) for each 500,000 communicant members or major fraction thereof above 2,000,000 up to a total of 10,000,000; plus

3. one (1) for each 1,000,000 or major fraction thereof above 10,000,000 subject to a maximum of four (4); plus

4. a minimum of one (1) person representing interests and concerns as participant in local, regional or national ecumenism with

A) one (1) additional such representative for the next 4,000,000 communicant members or major fraction thereof above the first 4,000,000 and

B) one (1) additional person for the next 2,000,001 or more communicant members above the first 8,000,000.

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B. The representation of each member communion shall be selected by the communion and shall include:

1. the chief executive of the communion unless that person is an Officer of the Council, in which case the communion may name an additional representative;

2. one or more members of the communion's governing body and an adequate number of executives of cognate boards or program divisions of the communion; and shall:

A) Be representative of the communion's racial and ethnic composition;

B) Be so constituted that approximately one-half are lay, not less than one-quarter are women and approximately one-eighth are under 30 years of age at the time of their selection; and

C) Be positioned and equipped by their communions to report and interpret the programs and ministries of the Council within their constituencies.

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Article III - General Assembly

Section 1. Seating of Member Communion Representation

The member communion representation and subsequent modifications thereof shall be seated when the Membership and Ecclesial Relations Committee certifies that the communion has satisfied the requirement for representation under Article VII, Section 2.B of the Constitution.

Section 2. Alternate Representatives and Proxies

A member communion may appoint or elect alternate representatives for a quadrennium or proxies to attend a particular meeting or session of the General Assembly. Persons named by their communions as alternate representatives for the quadrennium shall receive notices of meetings and minutes of meetings held.

Section 3. Withdrawal and Substitution

A member communion may at any time during a quadrennium withdraw one or more of its representatives to the General Assembly and substitute other representatives in their place, provided that the communion's delegation as revised thereby meets the requirements for representation as set forth in Article VII, Section 2.B, of the Constitution.

833 Section 4. Suspension

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835 A member communion may be requested to suspend for cause one or more of its
836 representatives to the General Assembly, provided the Executive Committee of the
837 Governing Board has consulted the member communion and recommends such action to a
838 regular or special meeting of the General Assembly and at least two-thirds of the General
839 Assembly members, present and voting, vote to approve such a request.

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841 Section 5. Voting

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843 On matters providing for vote by communions, each communion shall be entitled to cast one
844 and only one vote. On all other matters, each member of the General Assembly shall be
845 entitled to cast one and only one vote.

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847 Section 6. Privilege of a Communion to Register Dissent or Abstention

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849 A member communion, may, through action of its representatives to the General Assembly,
850 formally register its dissent or abstention from any action. The registration of dissent or
851 abstention shall be made prior to the adjournment of the meeting at which action is taken,
852 recorded in the minutes, and (if the communion so requests) also recorded in each
853 publication published by the Council of that action.

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C. Additional members, not in excess of fifteen percent of the total maximum membership of the delegations may be selected by the Nominations Committee and elected by the General Assembly on recommendation of the Nominations Committee, to achieve greater strength with respect to:

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- 862 ***1. Persons with special knowledge and expertise;***
- 863 ***2. Additional persons representative of national, regional and local ecumenism;***
- 864 ***3. Persons representative of racial and ethnic minority groups; and***
- 865 ***4. Requisite numbers of lay and clergy persons, women and men, and young and older adults in order to meet the inclusiveness goals of the Council.***

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867 ***Each such additional member shall be a member of a member communion or of a non-member communion eligible for membership in the Council. A person thus named from a member communion shall be approved by that communion; a person named from an eligible non-member communion shall be approved by an appropriate member communion after consultation with the proposed additional member's communion. These members shall not affect the number of members permitted to any particular delegation as defined in Section 2.A of this Article.***

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Section 3. Additional Participation

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Each state ecumenical agency is invited to send one representative, at its own expense, to participate in meetings of the General Assembly with voice but without vote.

Section 4. Responsibilities

The General Assembly shall have authority to:

A. adopt and amend the Constitution and Bylaws of the Council, the Bylaws of CWS Inc. and the Standing Rules of the General Assembly and its Committees;

B. elect the officers of the Council, including the General Secretary, and the Governing Board Secretary; and elect the Governing Board and the CWS Inc. Board of Directors as necessary;

C. elect additional members of the General Assembly;

D. elect members of the Commissions and General Assembly committees;

E. certify a communion as eligible for membership in the Council;

F. adopt policy statements as a basis for Council program development;

G. adopt public statements, including messages and resolutions;

H. receive and act upon reports and recommendations from the Governing Board and the CWS Inc. Board of Directors;

I. receive and act upon reports and recommendations from General Assembly committees;

J. conduct a quadrennial review of program directions;

K. review and amend the organizational principles and structural design of the Council as it is deemed necessary;

L. receive and review the financial reports acted upon by the Governing Board and by the CWS Inc. Board of Directors;

M. receive recommendations from and, where appropriate, make recommendations to groups participating in the work of the Council; and

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N. receive from the Executive Committee a report on the quadrennial performance evaluation of the General Secretary and act upon the recommendation about whether or not to re-elect the General Secretary.

Section 5. Term of Service

Members of the General Assembly shall be appointed or elected for four-year terms, such terms to start January 1 of the first year of the quadrennium and to extend through December 31 of the fourth year or until their successors have been appointed or elected. Notwithstanding the above, a communion may review its list of delegates and make changes therein or fill vacancies, at any time. The term of office of members appointed or elected to fill vacancies during the quadrennium shall be for the remainder of the quadrennium or until their successors have been appointed or elected unless otherwise specified by the communion concerned.

Section 6. Meeting

A. The General Assembly shall meet in regular session at least once a year.

B. A special meeting of the General Assembly shall be called into session by the President upon action of the Governing Board or within ninety days following receipt of a petition for such meeting, specifying its purposes and signed by at least one fourth of the members of the General Assembly. Sixty days written notice of a special meeting shall be given to all members of the General Assembly and only matters specified in the notice may be considered at such a meeting.

Section 7. Quorum

One-third of the membership of the General Assembly shall constitute a quorum, provided that number includes delegates from a majority of the member communions.

Section 8. Delegation of Responsibilities

The General Assembly may delegate to its committees, the Governing Board, the CWS Inc. Board of Directors or to the General Secretary the discharge of any of its responsibilities with the exception of those described in Section 4, A, B, C, E, F, G, H, L and N of this Article.

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Section 7. General Assembly Standing Committees

There shall be the following Standing Committees of the General Assembly: Constitution and Bylaws Committee, Membership and Ecclesial Relations Committee, Nominations Committee and Ecumenical Networks Committee. The General Assembly may designate additional committees as it shall deem necessary.

A. Standing Committee Membership

1. Subject to the requirements indicated herein, the General Assembly shall determine the size and composition of its Standing Committees, and shall be responsible for the election of the membership of the Standing Committees. The members and the chairpersons of all Standing Committees of the General Assembly, with the exception of the Nominations Committee, for an ensuing quadrennium shall be elected by the General Assembly, upon nomination by the Nominations Committee, at the last meeting of the quadrennium. The members and chairperson of the Nominations Committee shall be elected by the General Assembly at the last meeting of the quadrennium from among the members of the General Assembly for the ensuing quadrennium upon nomination by an ad hoc committee appointed by the President for the sole purpose of making such nominations.
2. Vacancies may be filled and persons added through election by the Assembly at any meeting. In the alternative, vacancies may be filled by the Governing Board as follows: At the request of the Nominations Committee, the President may appoint a Committee from among the members of the Governing Board to nominate members of the Nominations Committee to replace those who leave the Committee during a quadrennium. Those nominated shall be elected by the Governing Board, with their names reported to the General Assembly at its next meeting. Replacement members of the Constitution and Bylaws Committee and the Membership and Ecclesial Relations Committee may be named by the Nominations Committee for election by the Governing Board between General Assembly meetings, with their election reported to the next meeting of the General Assembly.
3. The members of each Standing Committee shall be elected from the members of the General Assembly in consultation with the appropriate officials of their respective communions. One member of the Constitution and Bylaws Committee shall be nominated by the Board of Directors of CWS Inc. from the members of its Bylaws Committee, and one member of the Nominations Committee shall be nominated by the Board of Directors of CWS Inc. from the members of the Nominating Committee of CWS Inc.
4. The membership of each Standing Committee shall not exceed fifteen in number and shall conform to the composition provided for the General Assembly in Article VII, Section 2.B.2.A) and B) of the Constitution.
5. With the exception of ecumenical officers, members shall not serve for more than two successive quadrennia on the same committee, and shall be eligible for re-election only after another quadrennium has elapsed.

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6. The members of Standing Committees shall take office at the beginning of the quadrennium and shall serve through the quadrennium unless other provision is made by the General Assembly or is stated at the time of election.

7. If a new committee is established during a quadrennium, its members and chairperson may be elected by the Assembly at the meeting at which the committee is established or at any meeting thereafter, upon nomination by the Nominations Committee.

B. Responsibilities

The responsibilities of the Standing Committees shall be as follows:

1. Constitution and Bylaws Committee

A) Formulate and recommend for consideration by the Governing Board and action by the General Assembly amendments to the Constitution and Bylaws of the Council.

B) At the request of the Board of Directors of CWS Inc., present to the General Assembly amendments of the CWS Inc. Bylaws.

C) Establish and maintain liaison with the Bylaws Committee of CWS Inc. and with the Nominations Committee.

D) Review and recommend to the General Assembly for adoption Standing Rules for the General Assembly and its Committees and amendments thereto.

E) Review with the Commissions and recommend to the Governing Board for adoption Standing Rules for the Commissions and amendments thereto as proposed by the Commissions.

F) Review with Program Committees and recommend to the Governing Board for approval Standing Rules for Program Ministries and amendments thereto as proposed by the Program Committees with approval of the respective Commissions.

2. Membership and Ecclesial Relations Committee

A) Explore with communions eligible for membership in the Council their receptivity to the possibility of membership, interpret the purposes and work of the Council to such bodies; and, when appropriate, encourage communions to make application for membership in the Council.

B) Review applications for membership in the Council and formulate recommendations for consideration by the General Assembly.

C) Recommend certification by the General Assembly of communions as being eligible for membership in the Council.

- 1070 D) Make recommendations to the General Assembly for the affiliation and
1071 participation of non-member bodies; and make recommendations to the
1072 Governing Board for approval of Related Organization status.
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- 1074 E) Annually convene a meeting of Ecumenical Officers of the member
1075 communions in order to share concerns and coordinate their approaches to
1076 serving the communions and the Council in enhancing the Christian unity
1077 work of the member communions.
1078
- 1079 F) Determine accreditation, subject to appeal to the General Assembly, of
1080 communion delegations to the General Assembly as meeting the minimum
1081 requirements for representation as set forth in Article VII, Section 2.B of the
1082 Constitution, and report its findings and recommendations thereon to the
1083 General Assembly.
1084
- 1085 G) Assist the member communions to participate more fully in the programs of
1086 the Council.
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- 1088 H) Assist with providing orientation to member communion delegations to the
1089 General Assembly.
1090
- 1091 I) Explore with the national structures of the Roman Catholic Church and
1092 Evangelical and Pentecostal bodies means to witness together to the body of
1093 Christ, including inviting their participation in Council meetings and events
1094 and seeking invitations to participate similarly in their life.
1095
- 1096 J) Conduct during each quadrennium a review of all non-member and Related
1097 Organization participation and report thereon to the General Assembly at the
1098 last meeting of the quadrennium.
1099
- 1100 K) Periodically review the criteria, standards and processes for membership in
1101 the Council and recommend changes as necessary or desirable.
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1103 3. Nominations Committee
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- 1105 A) Formulate and communicate to the member communions provisions
1106 regarding their privileges and responsibilities in naming representatives to the
1107 General Assembly and to Committees and Commissions of the Council.
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- 1109 B) Determine the eligibility of and nominate persons for election by the General
1110 Assembly as additional members of the General Assembly in accordance
1111 with Article VII, Section 2.C of the Constitution.
1112
- 1113 C) Nominate persons for election by the General Assembly as Council Officers
1114 and as Governing Board Secretary unless , by special action, the General
1115 Assembly establishes other procedures.
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- 1117 D) Nominate the CWS Inc. Chairperson, the Chairperson of the Administration
1118 and Finance Committee of the Governing Board, and two other persons (one
1119 of whom must be a lay person) for election by the General Assembly as Vice-
1120 Presidents of the Council.
1121
- 1122 E) Recommend individuals for election by the General Assembly to serve as
1123 chairpersons and members of the Commissions. Such individuals are to be

- 1124 nominated in consultation with the member communions and with advice and
1125 counsel of the Commissions.
1126
- 1127 F) Receive and present to the Governing Board for confirmation names of
1128 Program Committee members appointed by member communions with the
1129 approval of the respective Commissions.
1130
- 1131 G) Recommend, after clearance with the appropriate officials of member
1132 communions, General Assembly members and others for election by the
1133 Assembly as chairpersons and members of its standing and special
1134 committees unless otherwise provided in the Constitution and Bylaws.
1135
- 1136 H) Present to the General Assembly for election to the Governing Board
1137 pursuant to Article VIII, Sections 2 and 3 of the Constitution (i) nominations of
1138 five persons and up to five proxies for such persons by the Board of Directors
1139 of CWS Inc., (ii) nominations of two official representatives and up to two
1140 alternate representatives by each member communion from the General
1141 Assembly delegation of such member communion, and (iii) nominations of
1142 one representative and one alternate representative by each Commission.
1143
- 1144 I) Nominate the General Secretary and five (5) members of the Governing
1145 Board for election by the General Assembly to the Board of Directors of CWS
1146 Inc.
1147
- 1148 J) At the request of the Board of Directors of CWS Inc., present to the General
1149 Assembly other recommendations for election to the Board of Directors of
1150 CWS Inc.
1151
- 1152 K) Ensure that no person is nominated to a total of more than three of the
1153 following types of committees: Governing Board; CWS Inc. Board of
1154 Directors; Standing Committees of the General Assembly; Standing
1155 Committees of the Governing Board and CWS Inc.
1156
- 1157 4. Ecumenical Networks Committee
1158
- 1159 A) Discern the historic, present and emerging gifts of unity and justice from
1160 across the nation.
- 1161 B) Proclaim the need for a generation of ecumenical commitment in and for the
1162 third millenium.
- 1163 C) Help the Council build relationships with and among current and emerging
1164 local, state, regional, national and global manifestations of the ecumenical
1165 movement.
- 1166 D) Establish and maintain active, on-going, multifaceted, collaborative
1167 networking processes.
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Section 8. Special Committees

- A. The General Assembly or the Governing Board, or the President, acting on behalf of the General Assembly may establish or discontinue special committees as may be required from time to time.
- B. The authorizing body may elect or provide for the appointment of the members and the chairperson of any special committee. The chairperson and at least one-third of the members of a special committee shall be members of the General Assembly. Each member of a special committee shall be in good standing in a member communion and chosen in consultation with the appropriate official of that communion.

ARTICLE VIII – GOVERNING BOARD

Section 1. Designation

The Council shall have an Governing Board.

Section 2. Membership

The Governing Board shall be composed of the following members:

- A. Officers of the Council and the Governing Board Secretary. The General Secretary and the Governing Board Treasurer shall serve without vote;***
- B. Chairpersons of the Standing Committees of the General Assembly and of the Governing Board;***
- C. Chairpersons of the Commissions of the Council;***
- D. The Executive Director of CWS Inc. and five (5) persons nominated by the Board of Directors of CWS Inc.***
- E. Two official representatives from the General Assembly delegation of each member communion. A person who serves on the Governing Board as an officer of the Council, Commission or Standing Committee Chair or commission representative is entitled to a seat on the Governing Board by right of office. Such a person may also serve as a designated representative of his or her communion, if the communion so determines. These representatives shall be nominated by the Nominations Committee and elected by the General Assembly in consultation with the respective member communion.***

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F. One additional representative from each Commission who shall be from a member communion nominated by the Nominations Committee on recommendation of the Commission and in consultation with the member communions.

G. Up to five additional members of the General Assembly for expertise and inclusiveness, nominated by the Nominations Committee after consultation with the respective member communions.

Section 3. Proxies

Member Communions, the CWS Inc. Board of Directors, and Commissions may designate proxies (up to the number of delegates who represent them on the Governing Board) to participate in Governing Board meetings if their regular Governing Board members are absent. Proxies must belong to member communions of the Council and be chosen in consultation with the communions to which they belong.

Section 4. Responsibilities

The Governing Board shall act ad interim on behalf of the General Assembly except for those responsibilities solely reserved for the General Assembly as provided in Article VII, Section 8 of the Constitution. The Governing Board shall have such additional responsibilities as are provided in the Bylaws.

Article IV - Governing Board

Section 1. Responsibilities

The Governing Board shall have responsibility to:

A. Oversee the work of the General Secretary in the implementation of policy and program decisions of the General Assembly and the Governing Board.

B. Consider and take action consistent with established policy in order to maintain continuing operation of Council affairs between meetings of the General Assembly on matters such as the following:

1. Oversight of FJEM/GS operations.
2. Election of persons to fill all elected FJEM/GS staff positions upon recommendation from the General Secretary and appropriate constituency bodies.
3. FJEM/GS program coordination.

- 1259 4. Oversight of FJEM/GS financial affairs including a central accounting system, review
1260 of budget variances and an annual audit.
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- 1262 5. Approval of the annual consolidated budget and any amendments thereto upon
1263 recommendation of the Administration and Finance Committee, and transmittal of the
1264 consolidated budget and financial reports to the General Assembly for receipt and
1265 review at the annual meeting.
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- 1267 6. Consideration of such other actions requiring prompt attention as are permitted by
1268 the Constitution.
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- 1270 7. Allocation of the Ecumenical Commitment Fund;
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- 1272 8. Initiation of resolutions; and Action on resolutions, messages and public statements
1273 recommended by communions or Commissions;
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- 1275 9. Adoption and amendment of Standing Rules of the respective Commissions on
1276 recommendation of the Constitution and Bylaws Committee;
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- 1278 10. Approval of Related Organization status for organizations nominated for such status
1279 by the Executive Committee;
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- 1281 11. Making an annual program report to the General Assembly including a report of the
1282 work of the several Commissions and their program ministries; and
1283
- 1284 12. Overseeing and facilitating of long-range planning on behalf of the Council.
1285
- 1286 C. Approve personnel and financial policies which are consistent with the provisions of the
1287 Constitution and Bylaws.
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- 1289 D. Report on the Governing Board's actions and make recommendations to the General
1290 Assembly.
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- 1292 Section 2. Term of Service
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- 1294 Members of the Governing Board shall be elected by the General Assembly for four-year
1295 terms, such terms to start January 1 of the first year of the quadrennium and to extend
1296 through December 31 of the fourth year. Vacancies may be filled at any meeting of the
1297 General Assembly upon nomination by the Nominations Committee.
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- 1299 Section 3. Meetings
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- 1301 The Governing Board shall meet at least twice a year.
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- 1303 Section 4. Quorum
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- 1305 The quorum for these meetings shall be one-third of the membership of the Governing
1306 Board, provided that those persons present represent one-third of the member communions
1307 represented on the Governing Board.
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Section 5. Organization

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The Governing Board shall have committees as set forth in the Bylaws.

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Section 5. Executive Committee

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The Executive Committee shall be comprised of the President, the President-Elect, the four (4) Vice Presidents, and the Chairpersons of the five (5) Commissions.

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A. The Executive Committee shall have all powers of the Governing Board between meetings of the Board except those powers not authorized to committees and except the election or removal of officers. All actions of the Executive Committee shall be reported promptly to the Governing Board.

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B. Eight (8) members shall constitute a quorum of the Executive Committee.

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C. The Executive Committee together with the Immediate Past President shall conduct the quadrennial performance review of the General Secretary based on an accumulative annual evaluation done by them. The review shall be reported to the General Assembly in the third year of each quadrennium unless the General Secretary has stated an intent not to seek another term.

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Section 6. Election and Oversight of Standing Committees

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The Governing Board shall elect Standing Committees in conformity with principles of racial/ethnic, gender and age inclusiveness, and shall oversee the work of these committees.

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The Standing Committees shall be the Administration and Finance Committee; the Human Resources Committee; and the Inclusiveness and Justice Committee. The Governing Board may appoint additional committees as required.

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Section 7. Membership

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The Administration and Finance Committee shall be composed of a Chairperson and up to eleven other persons, at least a majority of whom shall be members of the Governing Board, all of whom shall be nominated by the Nominations Committee in consultation with the communions. Each other Standing Committee shall be composed of up to six members of the General Assembly and up to six persons with expertise and experience in their respective areas of responsibility who shall be nominated by the Nominations Committee in consultation with the communions. In addition, one member of the Human Resources Committee shall serve as liaison to the Administration and Finance Committee and one member of the Administration and Finance Committee shall serve as liaison to the Human Resources Committee. These liaison members shall not reduce the number of regular members designated in this provision. Liaison members shall have voice but not vote. One-third of the membership of these Committees shall constitute a quorum.

1353

1354

1354 Section 8. Responsibilities

1355

1356 Standing Committees shall provide guidance and counsel to the staff working in those areas
1357 of responsibility, to the General Secretary, and to the Governing Board. Specific
1358 responsibilities of the Standing Committees shall be as follows:

1359

1360 A. Administration and Finance Committee

1361

1362 1. Recommend, for approval by the Governing Board, overall policies for financial
1363 management, data processing, business services, pension services, legal services
1364 and publication services and, within such general policies, approve such specific
1365 policies as may be required.

1366

1367 2. Review for financial soundness the annual consolidated budget of the Council as
1368 proposed and recommend such a budget to the Governing Board for approval.

1369

1370 3. Serve as the budget control arm of the Governing Board and approve budget
1371 adjustments within limits specified by the Governing Board.

1372

1373 4. Recommend to the Governing Board a certified public accountant and transmit to the
1374 Governing Board the report of the annual audit of the accounts of the Council.

1375

1376 B. Human Resources Committee

1377

1378 1. Recommend for approval of the Governing Board overall personnel policies and,
1379 within such, approve specific policies and oversee the conduct of personnel
1380 management in the Council.

1381

1382 2. Certify that all persons elected to the Council staff are members in good standing of
1383 a member communion of the Council. Any exception shall be approved by the
1384 Governing Board upon recommendation from the General Secretary. Nominees
1385 shall be informed by the General Secretary that their continued employment is
1386 subject to such continued good standing, the requirements of the program of the
1387 Council, availability of funds, appropriate standards of personal conduct, and
1388 acceptable performance of assigned responsibilities.

1389

1390 3. Keep abreast of new trends in personnel management and counsel with the General
1391 Secretary and other senior staff regarding personnel needs.

1392

1393 4. Review with the General Secretary recommendations to the Governing Board for
1394 election or removal of staff persons subject to election by the Governing Boards to
1395 ensure that personnel policies and procedures have been followed.

1396

1397 5. Assure that personnel policies have been followed in the appointment of interim staff
1398 to positions that are subject to election. Such appointments will be made with the
1399 approval of the Governing Board upon recommendation of the General Secretary
1400 after consultation with appropriate constituency groups, and may not exceed a non-
1401 renewable term of two years. Interim appointees are not eligible for regular election
1402 to the staff.

1403

1404 6. Monitor the Equal Employment Opportunity/Affirmative Action program.

1405

1406 7. Report regularly to the Governing Board on matters within the assigned responsibility
1407 of the Committee related to personnel selection, retirements and resignations. On all

1408 other matters, the Human Resources Standing Committee reports to the Governing
1409 Board through the Administration and Finance Standing Committee.

1410

1411 C. Inclusiveness and Justice Committee

1412

1413 1. Monitor, review and evaluate all programs, staffing patterns, policies and operations
1414 of the Council affecting racial/ethnic persons, women of all colors, and persons of all
1415 economic levels, and make appropriate recommendations to the Governing Board
1416 regarding the effectiveness or relevance of those programs.

1417

1418 2. Monitor the nominating process and membership of the Program Committees,
1419 Commissions, Standing Committees and other committees for inclusiveness.

1420

1421 3. Identify contributing factors, steps and resources leading to justice and inclusiveness
1422 and make recommendations with action steps to the Governing Board for
1423 implementing policies that increase inclusiveness and facilitate the participation of
1424 racial/ethnic persons, women of all colors, and persons of all economic levels in the
1425 life of the Council.

1426

1427 4. Monitor the functioning of the General Assembly, Governing Board, General
1428 Secretariat, and other committees to identify barriers to inclusiveness and make
1429 appropriate recommendations to the Governing Board for reducing such barriers.

1430

1431 5. Serve as an advocate for justice against racism, sexism, classism and structures that
1432 historically exclude people in the church and society and as an enabler with the
1433 General Assembly, Governing Board, CWS Inc. Board of Directors, Commissions,
1434 Standing Committees, other appropriate committees and member communions for
1435 the concerns of those adversely affected by racism, sexism, classism and other
1436 structures that exclude people.

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Section 1. Authorization

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The structure of the Council shall be determined and established by the General Assembly in accord with the provisions of this Constitution and shall be set forth in the Bylaws or other instruments of the Council.

1444

Section 2. Council Structure

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The Council is comprised of two ministries: The Faith, Justice and Education Ministry shall be carried out under five (5) Commissions as provided in the Bylaws; it is managed by the Governing Board, and the General Secretary is its chief executive officer. Church World Service is separately incorporated as CWS Inc.; it is managed by its Board of Directors, and the Executive Director is its chief executive officer

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Section 3. General Secretariat

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The General Secretariat provides leadership, coordination, and outreach for the Council as a whole. It serves both member communions and program ministries. The General Secretariat is responsible through the General Secretary to the General Assembly and the Governing Board.

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Article V - Organization for Mission and Ministry

Section 1. Responsibilities of the General Secretariat

The General Secretariat has responsibility to:

A. provide a center of leadership, coordination and outreach for the Council;

B. provide assistance in the area of human resource development, including development of staffing patterns;

C. provide and coordinate services for the FJEM/GS in the area of finance and development of financial resources; and

D. provide for the coordination of interpretation which is carried out by all parts of the Council.

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Section 2. Program areas within the FJEM

The FJEM provides leadership for the Council in the program areas of:

A. promoting Christian unity for and with the member communions,

B. involving fully all member communions and their congregations in ministry, ecumenical and public witness and service;

- 1483
1484 C. maintaining and deepening Council relationships with other faith communities;
1485
1486 D. providing an ecumenical arena for development of joint programs and resources that will
1487 support Christian growth in faithfulness, social responsibility, and global awareness;
1488
1489 E. providing interpretation and public relations services for the Council and all its program
1490 ministries, including CWS as well as FJEM;
1491
1492 F. providing a focused public voice and witness of the Council in its program of
1493 communication and interpretation;
1494
1495 G. interpreting the policies of the Council to government and the activities of government to
1496 the churches, and witnessing to Council policies in the public policy arena;
1497
1498 H. establishing and maintaining just policies and procedures embodied in an inclusive staff
1499 reflective of a diverse constituency;
1500
1501 I. promoting Bible translation and utilization;
1502
1503 J. research, evaluation and planning in support of the various ministries of the Council and
1504 policies adopted by the General Assembly; and
1505
1506 K. developing and making available resources for the work of the member
1507 communions through the FJEM.
1508

1509
1510 **Section 4. Commissions**

1511
1512 ***Commissions, constituted and assigned specific responsibilities as set***
1513 ***forth in the Bylaws, are entities which are responsible both directly and***
1514 ***through their Program Committees to fulfill the mission of the Council in***
1515 ***the particular program areas assigned to the respective Commissions and***
1516 ***to serve member communions in those program areas. They report to the***
1517 ***Governing Board, and through the Governing Board to the General***
1518 ***Assembly.***
1519

1520
1521 Section 3 Membership of Commissions
1522

- 1523 A. Each Commission is composed of no fewer than 25 representatives of member and non-
1524 member communions and Related Organizations and agencies. The membership of
1525 each Commission shall reflect the scope of Commission responsibility and shall include
1526 persons having expertise needed for the programs of the Commission. The term of
1527 membership shall be for the quadrennium.
1528
1529 B. The membership shall be prescribed in standing rules adopted by each Commission and
1530 approved by the General Assembly. Each Commission shall recommend to the
1531 Nominations Committee names of persons to serve on the Commission, in consultation
1532 with the appropriate communions. The Nominations Committee shall obtain the approval
1533 of member communions prior to inviting representatives of member communions to serve

1534 on a Commission. Those Commissioners who belong to member communions shall be
1535 elected by the General Assembly.
1536

1537 C. Individuals who belong to communions that are not members of the Council or Related
1538 Organizations or agencies may be elected to the Commissions by the Commissions. The
1539 Standing Rules of each Commission shall specify a fixed percentage of members who
1540 may be from non-member communions, but (except in the case of the Faith and Order
1541 Commission, whose mission requires the broadest possible participation) the proportion
1542 of Commission members from member communions shall not be less than seventy per
1543 cent (70%) of the total membership of the Commission. The names of commissioners
1544 from non-member communions will be reported to the Governing Board.
1545

1546 D. The chairs and vice-chairs of Commissions are elected by the General Assembly on
1547 nomination of the Nominations Committee, with the advice and counsel of the
1548 Commission. The chairs and vice chairs of Commissions must be from member
1549 communions of the Council.
1550

1551 Section 4. General Responsibility and Authority of Commissions
1552

1553 Commissions are accountable to the General Assembly through the Governing Board. Each
1554 Commission shall have the following basic responsibilities and authority in its program area
1555 which shall be carried out with the participation of the staff of the Commission:
1556

1557 A. Provide an ecumenical forum related to its assigned program area to share ideas and
1558 experiences and to examine areas of needed service including the convening of
1559 assemblies, conferences and consultations.
1560

1561 B. Provide opportunities for common counsel among member communions concerning
1562 objectives, plans, and programs.
1563

1564 C. Develop, or review and recommend, proposed Policy Statements and public reports for
1565 approval by the General Assembly and, within overall policies and authorized programs,
1566 issue or approve issuance of study or position papers or reports for interpretation or
1567 explanation of such policies or programs.
1568

1569 D. Prepare and present to the Administration and Finance Committee a program budget for
1570 the work of the Commission.
1571

1572 E. Define program objectives and develop suitable plans for its program area and provide for
1573 coordination with plans of other entities of the Council.
1574

1575 F. Adopt specific policies for its program areas within the overall Council policies.
1576

1577 G. Assist in securing financial support from member communions and their boards and
1578 agencies as well as support from external sources within guidelines established for such
1579 support for program authorized by the General Assembly.
1580

1581 H. Oversee the operation of such programs as are in accordance with General Assembly
1582 policy and are assured of adequate funding.
1583

1584 I. Review and evaluate the progress, accomplishments, and problems within authorized
1585 plans and programs and report thereon regularly to the Governing Board.
1586

1586 J. Respond to actions, recommendations and evaluations on policy and program matters
1587 received from the General Assembly and the Governing Board.

1588

1589 K. Advise the General Secretary on the development and administration of program.

1590

1591 L. Maintain and nurture relationships, as coordinated by the General Secretary, with local,
1592 regional, national, and world ecumenical bodies and other agencies active in its sphere of
1593 assigned work and responsibility.

1594

1595 M. Provide opportunity for working relationships with communions eligible for membership in
1596 the Council and other organizations as provided in the Standing Rules of the Commission,
1597 and at the Commission's discretion, provide opportunity for working relationships with
1598 communions and organizations which do not otherwise have a relationship to the Council.

1599

1600 N. Ensure racial/ethnic, gender and age inclusiveness in the work and the decision-making
1601 processes of the Commission.

1602

1603 O. Engage the General Secretary as a member of the Search Committees for all elected
1604 staff positions and with the concurrence of the General Secretary nominate individuals for
1605 election by the Governing Board.

1606

1607 P. Review and approve appointments by member communions to membership on Program
1608 Ministry Committees, subject to confirmation by the Governing Board.

1609

1610 Section 5. Designation of Program Areas of Commissions

1611

1612 The following Commissions are established as entities of the Council through which the
1613 communions, their boards and agencies, and participating non-member organizations
1614 cooperate in developing and carrying forward work in their respective program areas:

1615

1616 A. Communication: The Communication Commission provides the Council with an open,
1617 positive and coordinated public image, rooted in the integrity of its program ministries and
1618 its public witness; engages the member communions in a communication and
1619 interpretation partnership, contributing to, listening for, and being informed by their
1620 ecumenical commitment and experience; allows the Council to voice clearly the
1621 ecumenical vision for the member communions and their diverse constituencies; and
1622 interprets and advocates the Council program ministries as faithful expressions of the
1623 ecumenical visions.

1624

1625 B. Faith and Order: The Faith and Order Commission affirms the oneness of the Church of
1626 Jesus Christ and keeps before the churches the Gospel call to visible unity in one faith
1627 and one Eucharist communion, expressed in worship and in common life in Christ, in
1628 order that the world may believe.

1629

1630 C. Interfaith Relations: The Interfaith Relations Commission exercises special responsibility
1631 within the life of the Council for programs, resources and communication integral to the
1632 building and maintenance of interfaith relationships, and to theological reflection of these
1633 relationships. The Commission works with and on behalf of the churches to strengthen
1634 relationships between Christians and people of other faiths through study, dialogue, the
1635 development of cooperative programs and the sharing of resources and information. It
1636 provides an ecumenical forum for sharing, common counsel and theological reflection
1637 regarding interfaith relations, and coordinates its work with other entities of the Council as
1638 appropriate.

1639

1640 D. Education and Leadership Ministries: The Education and Leadership Ministries
1641 Commission (ELMC) engages in ministries of faith formation and education for persons
1642 and communities by providing a dynamic ecumenical setting in which denominations and

1643 other institutions gather. ELMC's calling is grounded in the biblical story, the gospel of
1644 Jesus Christ, and the global vision of God's shalom for all creation. The Commission
1645 serves as an ecumenical arena – an umbrella – for the development of joint programs and
1646 resources that will support Christian growth in faithfulness, social responsibility, and
1647 global awareness.

1648 E. Justice and Advocacy: The Justice and Advocacy Commission serves as the arm of the
1649 Council through which the member communions and their boards and agencies, together
1650 with participating non-member communions and related organizations, cooperate in
1651 efforts to pursue justice in church and society, especially the elimination of poverty in the
1652 United States, racial justice, justice for women, environmental justice, and responses to
1653 the urban crisis. This Commission works in collaboration with public policy ministries of
1654 the Council.

1655
1656 In addition to the program areas set forth in the Bylaws, each Commission shall have specific
1657 responsibilities which are defined in its Standing Rules.
1658

1659
1660 **Section 5. Staff**

1661
1662 ***The Council shall have such staff, in addition to the General Secretary, as***
1663 ***provided in the Bylaws. All staff persons shall be employees of the***
1664 ***Council.***
1665

1666
1667 Section 6. Staff

1668
1669 All elected staff including interim appointments shall be members of member communions of
1670 the Council. Any exception shall be approved by the Governing Board upon
1671 recommendation of the General Secretary.

1672
1673 Section 7. Standing Rules for Commissions

1674
1675 A. Each Commission shall, with the concurrence of the Governing Board, adopt Standing
1676 Rules which are in conformity with these Bylaws. Such Standing Rules, and amendments
1677 thereto, shall be considered interim in nature until approved by the Governing Board.

1678
1679 B. Standing Rules shall define the organization of the Commission and its program
1680 ministries and define the rules governing the conduct of meetings and shall be organized
1681 in the following sections:

- 1682
1683 1. name and authority;
1684 2. purpose and responsibilities;
1685 3. participation;
1686 4. officers;
1687

- 1687
1688 5. organization;
1689 6. meetings and quorum;
1690 7. staff; budget and finance; and
1691 8. amendments.

1692
1693 A two-thirds vote of members present and voting at any meeting of the Commission shall be
1694 required to adopt or to amend such Standing Rules. The call for such a vote shall be
1695 preceded by at least seven days' written notice to members of the Commission of the
1696 substance of the proposal.

1697
1698 Section 8. Program Ministries and Program Committees

1699
1700 Program Ministries of the Council embody, nurture, and bear witness to the unity of the Body
1701 of Christ and provide an arena where the member communions and others can act as one in
1702 the United States. Undergirded by discernment from Scripture, the member communions
1703 together advocate for justice and peace, articulate Christian values, demonstrate
1704 discipleship, promote Christian education, identify emerging opportunities, serve the
1705 common good, and nurture visible expressions of Christian unity.

1706
1707 A. A Program Ministry is a discrete entity established by a Commission with the approval of
1708 the Governing Board to carry out work in a particular FJEM area of interest and concern to
1709 the member churches of the Council.

1710
1711 B. Each Program Ministry is managed by a Program Committee. Each Program Committee
1712 is responsible to a Commission.

1713
1714 C. The members of each Program Committee shall be appointed by the member
1715 communions subject to approval by the responsible Commission and confirmation by the
1716 Governing Board:

- 1717
1718 1. The membership shall reflect racial/ethnic, gender and age inclusiveness.
1719
1720 2. The membership of each Program Committee shall reflect the scope of the Program
1721 Ministry responsibility and shall include persons having expertise needed for the Program
1722 Ministry.
1723
1724 3. The membership and term of membership shall be prescribed in Standing Rules adopted
1725 by each Program Committee and approved by the Governing Board on recommendation of
1726 the Commission.

1727
1728 Section 9. General Responsibility and Authority

1729
1730 Each Program Committee shall have the following basic responsibilities and authority in its
1731 program area which shall be carried out with the participation of the Staff of the Program
1732 Ministry.

1733
1734 A. Provide an ecumenical forum related to its assigned program area to share ideas and
1735 experiences and to examine areas of needed service including the convening of
1736 assemblies, conferences and consultations.

1737
1738 B. Provide opportunities for common counsel among member communions concerning
1739 objectives, plans, and programs.

1740

- 1741 C. Assist in securing financial support from member communions and their boards and
1742 agencies as well as support from external sources within guidelines established for such
1743 support for program authorized by the General Assembly.
1744
1745 D. Oversee the operation of such programs as are in accordance with General Assembly
1746 policy and are assured of adequate funding.
1747
1748 E. Review and evaluate the progress, accomplishments, and problems within authorized
1749 plans and programs and submit a report to the Commission.
1750
1751

1752
1753 **ARTICLE X- FINANCIAL AFFAIRS**
1754

1755 **Section 1. Primary Responsibility for Support**
1756

1757 ***The financial support of the Council, including FJEM/GS and CWS, shall be***
1758 ***primarily the responsibility of its member communions and their boards***
1759 ***and agencies.***
1760

1761 **Section 2. Supplementary Support**
1762

1763 ***Additional financial support shall be sought from non-member***
1764 ***communions or their boards and agencies and from other organizations***
1765 ***participating in the work being carried forward by the Council and from***
1766 ***organizations and individuals interested in that work.***
1767

1768 **Section 3. Financial Management**
1769

1770 ***The financial affairs of the FJEM/GS shall be administered under the***
1771 ***direction of the General Assembly by the Governing Board as set forth in***
1772 ***the Bylaws of the Council. The financial affairs of CWS Inc. shall be***
1773 ***administered under the direction of the General Assembly by the Board of***
1774 ***Directors as set forth in the Bylaws of CWS Inc.***
1775

1776 **Section 4. Financial Reports**
1777

1778 ***Both FJEM/GS and CWS shall submit regular financial reports to the***
1779 ***General Assembly.***
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Article VI - Financial Policies and Procedures

Section 1. Fiscal Year

The fiscal year for the Council shall begin on July 1 and end on the following June 30.

Section 2. Budget

A. There shall be an annual consolidated budget covering all management and program operations of the FJEM/GS. This budget shall be prepared under the direction of the General Secretary, by the Associate General Secretary for Administration and Finance and/or the Governing Board Treasurer, in consultation with the Administration and Finance Committee of the Governing Board, and presented by the Administration and Finance Committee to the Governing Board for its review and approval.

B. The Governing Board shall monitor the management of the approved annual consolidated budget and shall have authority to make changes in the consolidated budget from time to time in consultation with the Administration and Finance Committee

Section 3. Ecumenical Commitment Fund

The central structures of the Council shall be underwritten through a fair-share assessment upon the member communions based on a formula approved by the General Assembly.

Section 4. Management and Controls

A. Funds shall be expended within limits established in the annual consolidated budget for purposes authorized in that budget.

B. Funds shall be received for purposes and programs authorized by the Governing Board, for general support, or for use without specification.

C. Measures for financial management and control, within financial policies and overall procedures, shall be established and administered by the Associate General Secretary for Administration and Finance and/or the Governing Board Treasurer.

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ARTICLE XI - BYLAWS, AMENDMENTS AND PROCEDURES FOR MEETINGS

Section 1. Amendments to Constitution

This Constitution may be amended by the General Assembly:

A. by a two-thirds vote of the members present and voting,

B. followed by a majority vote of the communion delegations, each delegation voting separately provided notice of the specific amendment being proposed has been given in a prior meeting of the General Assembly.

The text of any proposed amendment to the Constitution shall be distributed in writing to members of the General Assembly at least three months in advance of the meeting at which action on the amendment is to be taken.

Section 2. Amendments to Bylaws

The General Assembly may adopt for the Council Bylaws which are not in conflict with this Constitution. Such Bylaws may be amended by the General Assembly at any meeting by a two-thirds vote of the members present and eligible to vote, provided:

A. that the proposal to amend has been made at a preceding meeting of the Assembly; or

B. that the Governing Board has recommended such amendment, written notice of such proposal having been sent to members of the General Assembly at least thirty days prior to the meeting at which the vote is to be taken.

Article VII - Location of Offices

The principal office of the Council shall be located in the City and State of New York. Other offices may be established in such locations as may be recommended by the General Secretary and approved by the General Assembly.

Article VIII - Rules Of Order

Section 1. General Rules of Order

A. Except insofar as inconsistent with provisions of the Constitution, Bylaws or Standing Rules, Robert's Rules of Order, Newly Revised, latest edition, shall be the official parliamentary authority for all formal bodies of the Council.

B. Any one or more members of any General Assembly committee or of the Governing Board or of any committee thereof or of any Commission or of any committee thereof may participate in a meeting of such Board, Com-mission or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

1869 C. No action may be taken by any Board, Commission or committee by written vote without a
1870 meeting unless all its members consent in writing to adoption of a resolution authorizing
1871 the action.

1872

1873 Section 2. Special Rules of Order

1874

1875 A. The General Assembly may adopt Standing Rules to define further its organization,
1876 govern the conduct of its meetings, and prescribe procedure for the consideration and
1877 adoption of Policy Statements and Resolutions.

1878

1879 B. All recommendations for adoption or amendment of Standing Rules of the General
1880 Assembly or of a Commission shall be submitted to the General Secretary at least six
1881 weeks before the meeting of the General Assembly at which the action is requested; and
1882 the members of the Assembly shall receive written notice of the substance of the proposal
1883 at least seven days prior to the meeting.

1884

1885 C. A two-thirds vote of members present and eligible to vote shall be required to adopt or to
1886 amend the Standing Rules of the General Assembly.

1887

1888 D. Standing Rules prescribing procedure for the consideration and adoption of Policy
1889 Statements may be waived as an extraordinary procedure with the consent of nine-tenths
1890 of the members present and voting.

1891

1892 E. Standing Rules may be suspended for the purpose of a specific action by a three-fourths
1893 vote of members present and eligible to vote.

1894

1895 Section 3. Ex-Officio Membership and Rights of Participation

1896

1897 A. The General Secretary and the Executive Director shall be entitled to full right of
1898 participation, except the right to vote, in meetings of the Governing Board and its related
1899 committees.

1900

1901 B. No member of the Council Staff may, except as otherwise provided in the Constitution or
1902 these Bylaws, serve as a voting member of any board or committee of the Council.

1903

1904 C. The term "ex-officio" as used in the Constitution, these Bylaws, and other instruments of
1905 the Council shall mean "voting membership by virtue of office" except as otherwise
1906 defined in these Bylaws or Constitution.

1907

1908 D. The elective head of any board or committee shall be an ex-officio member of all
1909 committees subordinate to the board or committee.

1910

1911 Section 4. Open Meetings

1912

1913 A. All meetings of the General Assembly, its committees and subcommittees, the FJEM and
1914 CWS, committees, working groups and their Conferences, Consultations, and similar
1915 meetings of Related Organizations are ordinarily open to the public. The Council shall
1916 demonstrate its openness by construing this rule liberally. The application of this rule is
1917 also recommended to all denominational and caucus meetings held in the context of a
1918 General Assembly meeting or for the purpose of influencing the Assembly's decisions.

1919

1920 B. Meetings required by this rule to be open to the public shall be conducted in areas having
1921 reasonable facilities for observation by the public.

1922

- 1923 C. Observers to a meeting may be subject to any charges or registration fees paid by the
1924 official participants.
1925
- 1926 D. Notice of meetings shall be published as follows:
1927
- 1928 1. Each entity of the Council shall prepare for the General Secretary by January 1 a
1929 schedule of all regular meetings, which shall contain the dates and places of such meetings
1930 in the ensuing year. At least one copy of the schedule of regular meetings shall be sent to
1931 the member communions by the General Secretary and it shall be available to media outlets
1932 through the Communications commission.
1933
- 1934 2. Special meetings may be scheduled. Notice of dates, times and places of such meetings
1935 shall be posted in the Office of the General Secretary at least ninety-six hours before the
1936 actual meeting. The announcements will be available to media outlets through the
1937 Communications office.
1938
- 1939 3. When meetings are necessary to discuss unforeseen emergency conditions, an
1940 emergency meeting may be scheduled. Notice of the date, time and place of such an
1941 emergency meeting shall be given to media outlets by the Communications office.
1942
- 1943 E. Portions of the meeting may be closed if the closed session is authorized by two-thirds of
1944 those present and eligible to vote, a quorum being present, and if the vote is taken during an
1945 open meeting and duly recorded and entered in the minutes. The reason for closing the
1946 portion of the session must be stated publicly, and no unrelated matters shall be discussed
1947 in such a meeting. A meeting closed to the public shall be limited to matters allowed to be
1948 exempted from discussion at open meetings in paragraph F of this Section. Nothing in this
1949 paragraph or in paragraph F shall be construed to require that any meeting be closed to the
1950 public.
1951
- 1952 E. Only those portions of meetings may be closed that concern the following subjects:
1953
- 1954 1. Consideration of bids for property acquisition or sale.
1955
- 1956 2. Negotiation of salaries and/or evaluation of staff performance unless the staff
1957 member directly involved has requested an open session.
1958
- 1959 3. Discussions within personnel search committees involving evaluations of
1960 candidates for staff positions.
1961
- 1962 4. Discussions within nominating committees where candidates are being evaluated.
1963
- 1964 5. Discussion with respect to collective bargaining or litigation involving the Council,
1965 when an open meeting would have a detrimental effect on the bargaining or
1966 litigation position of the Council.
1967
- 1968 6. Cases where the counsel of the Council advises that such public discussion might
1969 prejudice legal proceedings.
1970
- 1971 7. Discussion regarding the deployment of security personnel or devices.
1972
1973
- 1974 8. Presentation by a person from another country where there is a real or apparent
1975 danger that disclosure of this information would jeopardize life or liberty and where

- 1976 a written request for a closed session has been made to the appropriate
1977 chairperson in advance.
1978
- 1979 9. Rare and exceptional cases where three-fourths of those present and eligible to vote
1980 approve, a quorum being present, and where a written request for a closed
1981 session has been given to the appropriate chairperson in advance.
1982
- 1983 G. The intention of this Section is that decisions reached in any closed session be publicly
1984 announced immediately following the session, or if that is not possible, a specific date be
1985 announced when the information will be available. It is understood that certain personnel
1986 matters and discussions on the deployment of security devices may not be able to be made
1987 public.
1988
- 1989 H. Since staff are not voting members of the Council and do not constitutionally represent
1990 their denominations, staff meetings are exempted from the open meeting rule.
1991
- 1992 I. This section does not replace representational voting with popular voting or provide a
1993 popular right to speak.
1994
- 1995 Section 5. Indemnification
1996
- 1997 A. To the full extent authorized or permitted by law (as now or hereafter in effect), the
1998 Council shall indemnify any person who, by reason of the fact that such person, his or her
1999 testator or intestate was a member of the General Assembly or Governing Board, officer,
2000 staff member or employee of the Council, including any division or committee thereof, or
2001 served another corporation, partnership, joint venture, trust, employee benefit plan or
2002 other enterprise in any capacity at the request of the Council, is or was made, or
2003 threatened to be made, a party to:
2004
- 2005 1. any threatened, pending or completed action or proceeding, other than one by or
2006 in the right of the Council, to procure a judgment in its favor, whether civil or
2007 criminal, including an action by or in the right of any other corporation of any type
2008 or kind, domestic or foreign, or any partnership, joint venture, trust, employee
2009 benefit plan or other enterprise, which such person or his testator or intestate
2010 served or serves in any capacity at the request of the Council, against judgments,
2011 fines, amounts paid in settlement and reasonable expenses, including attorney's
2012 fees actually and necessarily incurred as a result of such action or proceeding, or
2013 any appeal thereof, if such person or his testator or intestate acted in good faith,
2014 for a purpose which he or she reasonably believed to be in, or in the case of
2015 service for any other corporation or any partnership, joint venture, trust, employee
2016 benefit plan or other enterprise, not opposed to, the best interests of the Council,
2017 and, in criminal actions and proceedings, in addition, had no reasonable cause to
2018 believe that his or her conduct was unlawful; or
2019
- 2020 2. any threatened, pending or completed action or proceeding by or in the right of
2021 the Council to procure a judgment in its favor by reason of the fact that he or she,
2022 or his or her testator or intestate, is or was a member of the General Assembly or
2023 Governing Board, officer, staff member or employee of the Council, including any
2024 division or committee thereof, or is or was serving at the request of the Council as
2025

2025 a director or officer of any other corporation of any type or kind, domestic or
2026 foreign, of any partnership, joint venture, trust, employee benefit plan or other
2027 enterprise, against amounts paid in settlement and reasonable expenses,
2028 including attorney's fees, actually and necessarily incurred in connection with the
2029 defense or settlement of such action, or in connection with an appeal thereof, if
2030 such person acted, in good faith, for a purpose which he or she reasonably
2031 believed to be in, or, in the case of service for any other corporation or any
2032 partnership, joint venture, trust, employee benefit plan or other enterprise, not
2033 opposed to, the best interests of the Council, except that no indemnification
2034 under this paragraph shall be made in respect to (A) a threatened action, or a
2035 pending action which is settled or otherwise disposed of, or (B) any claim, issue
2036 or matter as to which such person shall have been adjudged to be liable to the
2037 Council, unless and only to the extent that the court in which the action was
2038 brought, or, if no action was brought, any court of competent jurisdiction,
2039 determines upon application that, in the view of all the circumstances of the case,
2040 the person is fairly and reasonably entitled to indemnity for such portion of the
2041 settlement amount and expenses as the court deems proper.

2042
2043 Such right of indemnification shall not be deemed exclusive of any other rights to which such
2044 member of the General Assembly or Governing Board, officer, staff member or employee
2045 may be entitled by the New York Not-For-Profit Corporation Law or otherwise.

2046
2047 B. Expenses incurred in defending a civil or criminal action or proceeding shall be paid by
2048 the Council in advance of the final disposition of such action or proceeding upon receipt of
2049 an undertaking by or on behalf of such person to repay such amount upon a
2050 determination that such person is not entitled to indemnification or, where indemnification
2051 is granted, to the extent the expenses so advanced or allowed by the Court exceed the
2052 indemnification to which he or she is entitled.

2053
2054 C. No amendment or repeal of this Article shall apply to or have any effect on the right to
2055 indemnification or advancement of expenses provided hereunder with respect to any acts
2056 or omissions occurring prior to such amendment or repeal.

2057
2058 D. The Council shall have power to purchase and maintain insurance on behalf of any
2059 person who is or was or whose testator or intestate is or was a member of the General
2060 Assembly or Governing Board, officer, staff member or employee of the Council, including
2061 any division or committee thereof, or is or was serving at the request of the Council as a
2062 director, officer, employee or agent of another corporation, partnership, joint venture,
2063 trust, employee benefit plan or other enterprise against any liability asserted against him
2064 or her and incurred by him or her in any such capacity, or arising out of his or her status
2065 as such, whether or not the Council would have the power to indemnify him or her against
2066 such liability under applicable law.

2067