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

CONSTITUTION

AS AMENDED THROUGH NOVEMBER 2003

and

BYLAWS

AS AMENDED THROUGH NOVEMBER 2003

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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34 **CONSTITUTION AND BYLAWS**
35 **OF THE NATIONAL COUNCIL OF THE CHURCHES OF CHRIST**
36 **IN THE USA**
37 (as amended November 2003)

38
39 INTRODUCTION

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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 Executive 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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51 NOTES ON FORMAT AND TERMS

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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 <i>bold italic print</i> surrounded by double border is <i>Constitution.</i>
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63 Text in regular type which is not bordered is Bylaws.

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65
66 The following document contains all of the provisions from both of the separate
67 governance documents, as amended to date. Specifically, the Constitution is printed as
68 amended through November 2000 together with strikeouts and underscored additions
69 showing proposed amendments that received "first reading" in November 2002. The
70 Bylaws are presented as amended through November 2002.

71
72 Throughout this combined Constitution and Bylaws, the term "communion" is used to
73 refer to national church bodies. The terms "church" and "churches" are used when the
74 reference is to local parishes, judicatories, or a combination of local and national
75 structures. As is traditional in ecumenical usage, the term "the Church" refers to the
76 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 Executive 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 Executive 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

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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 Executive 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 Executive Board Secretary and Executive 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 Executive Board Secretary shall meet regularly with the General Secretary to review the functioning of the General Assembly and Executive 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 Executive Board or the General Assembly.

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

416 Section 2. Responsibilities

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418 A. President

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

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425 B. General Secretary

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

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432 A) providing dynamic leadership;

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

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436 C) providing spiritual guidance and vision;

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

439

440 E) maintaining relationships with the communions; and

441

442 F) implementing and interpreting policy.

443

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

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

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

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

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

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

465

466 E) Seek to assure adequate financial support for the Council and its programs;
467 and coordinate and facilitate the fundraising goals and objectives of the
468 Council.

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- 470 F) Encourage and enable the FJEM/GS, General Assembly and Executive
471 Board to meet the inclusiveness goals of the Council.
472
- 473 G) Prepare agendas for meetings of the General Assembly and the Executive
474 Board in consultation with the officers of the Council.
475
- 476 H) Recommend to the Executive Board and General Assembly changes in the
477 organizational principles and structural design of the Council..
478
- 479 I) Recommend to the Executive Board services in support of authorized
480 programs, indicating required resources, staff, policies and procedures.
481
- 482 J) Participate in the selection of all elected staff of the FJEM/GS.
483
- 484 K) Assign responsibilities and duties of staff within the General Secretariat.
485
- 486 L) Enable Council-wide staff to work together with a view to maintaining the
487 wholeness of the programs of the Council.
488
- 489 M) Direct the development of an annual consolidated budget for
490 recommendation to the Executive Board.
491
- 492 N) Evaluate and report to the Executive Board on over-all progress,
493 accomplishments, and problems related to authorized plans and programs.
494
- 495 O) Coordinate relationships between the Council and the World Council of
496 Churches and other world and national bodies related to the ecumenical
497 movement and coordinate interfaith programs and relationships.
498
- 499 4. *Authority:* The General Secretary is authorized to:
500
- 501 A) Direct the administration of the FJEM/GS and the coordination of its
502 authorized programs.
503
- 504 B) Consult with Council Officers, the Executive Board or FJEM/GS staff on any
505 matter of program, policy or administration requiring their attention, including
506 program needs, opportunities or problems.
507
- 508 C) Serve as a member of all search committees seeking to fill elected FJEM/GS
509 staff positions other than the position of General Secretary.
510
- 511 D) Recommend to the Executive Board election of Associate
512
513 General Secretaries of the Council after consultation with the Human
514 Resources Committee to assure that all appropriate personnel procedures
515 have been followed.
516
- 517 E) Recommend persons to fill elected staff positions in the FJEM/GS in
518 consultation with appropriate constituency bodies and after consultation with
519 the Human Resources Committee to assure that all appropriate personnel
520 procedures have been followed.
521
- 522 F) Inform all nominees for elected staff positions in the FJEM/GS of the terms of
523 their employment, as specified in these Bylaws.

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G) When circumstances require, make interim appointments to elected FJEM/GS staff positions with the approval of the Executive Committee. Interim appointments may be made for a period of time not to exceed a non-renewable term of two years. Interim appointees shall not be eligible for election to staff positions.

All interim appointments require referral to the Human Resources Committee for assurance that all appropriate personnel procedures have been followed.

H) Terminate the services of an Associate General Secretary, after consultation with the appropriate Commission(s), and after consultation with the Human Resources Committee to ensure that personnel procedures have been properly carried out. If joint agreement is not obtained, the matter will be arbitrated by the Executive Committee who shall have final authority regarding the termination of such personnel.

I) Request of relevant supervisors the services of FJEM/GS staff for specific short-term assignments as may be needed from time to time.

J) Approve changes or adjustments in organizational structure and function within the FJEM/GS in consultation with the Standing Committees or Program Committees concerned.

K) Administer appropriate policies and procedures for financial management and control to assure proper budgeting, custody, assignment, expenditure and accounting of funds.

L) Intervene in and suspend, until decision can be taken by the General Assembly or the Executive Board, any action, statement or proposal, which in the judgment of the General Secretary is or may be contrary to the Constitution or these Bylaws or to established positions, policies, procedures, or programs approved by the General Assembly or the Executive Board, or is or may be otherwise detrimental to the interests of the Council, and bring such matters to the attention of the General Assembly or the Executive Board.

C. President-Elect and Vice-Presidents

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

D. Executive Board Secretary

1. The Executive Board Secretary shall be responsible for the official records and communications of the General Assembly and the Executive Board.
2. The Executive Board Secretary, in cooperation with the General Secretary, shall have responsibility to:

- 578 A) Provide for proper custody of the Seal of the Council and proper action in
579 affixing and attesting the Seal when necessary.
580
- 581 B) Provide for the notification of officers, members of committees of the General
582 Assembly and the Executive Board, and members of FJEM/GS Commissions
583 of their election or appointment.
584
- 585 C) Provide for the maintenance of a list of Officers, committee and Commission
586 members, and other persons representing constituent communions or other
587 organizations in the FJEM/GS.
588
- 589 D) Supervise the recording of votes and actions of the General Assembly and
590 the Executive Board.
591
- 592 E) Provide for the preparation and the circulation of minutes of the General
593 Assembly and of the Executive Board.
594
- 595 F) Transmit official communications of the General Assembly or the Executive
596 Board.
597

598 E. Executive Board Treasurer

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- 600 1. Unless otherwise specified by the Executive Board, the Executive Board Treasurer shall
601 be the chief financial officer of the FJEM.
602
- 603 2. Checks and drafts, notes, contracts, deeds, leases and other instruments shall be
604 executed by such officer(s) or other agent(s) as the Executive Board shall from time to time
605 authorize.
606

607 Section 3. Election.

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609 A. General Secretary:

- 610
- 611 1 The incumbent General Secretary shall inform the Executive Board by May 1 of the
612 third year of each quadrennium whether he/she plans to seek another term.
613
- 614 2. Unless the incumbent has stated an intent not to seek re-election, the Executive
615 Committee together with the Immediate Past President shall conduct the quadrennial
616 evaluation required in the Bylaws and report their findings to the General Assembly
617 meeting that third year of the quadrennium, with a recommendation about whether or
618 not to re-elect the General Secretary.
619
- 620 3. In the event that the incumbent does not seek re-election or that the Executive
621 Committee together with the Immediate Past President, based on the quadrennial
622 evaluation, do not recommend re-election, the President shall name a Search
623 Committee of up to 40 people, the membership of which shall be announced no later
624 than December 1 of the third year of the Quadrennium. The Search Committee shall
625 be constituted in accord with the Council's requirements for inclusiveness and
626 representation of the member 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.

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5. The Search Committee shall nominate a candidate for election as General Secretary by the General Assembly in the fourth year of the Quadrennium (the Quadrennial meeting). The Search Committee shall nominate the candidate to the General Assembly no later than one month before the General Assembly meeting.

6. In the event that the Search Committee is not able to nominate a candidate in time for the Quadrennial meeting of the General Assembly, the Executive Board shall recommend to the General Assembly a person to serve as Interim General Secretary until such time as a candidate is nominated, is elected by the General Assembly, and assumes office. The incumbent General Secretary may be considered for this position.

B. Other Officers

1. The General Assembly shall elect a President-Elect at the General Assembly meetings in the second and fourth years of the quadrennium who will take office the following January 1 and then succeed to the presidency two years later .

2. In the fourth year of each quadrennium, the General Assembly shall also elect four Vice-Presidents of the Council and the Executive Board Secretary, all for terms starting on January 1 of the first year of the quadrennium and extending through December 31 of the fourth year. The Chairperson of the Church World Service (“CWS”) ministry of the Council, having been chosen in accordance with the Bylaws of CWS Inc., shall ex officio be nominated as a Vice-President of the Council. The Chairperson of the Administration and Finance Committee of the Executive Board, having been nominated to that position by the Nominations Committee, shall ex officio be nominated as a Vice-President of the Council. The other two Vice-Presidents (one of whom must be a lay person) shall serve at large, having been nominated by the Nominations Committee in accord with the Bylaws.

3. For any of the offices other than General Secretary and the two Vice-Presidents ex officio, nominations may be proposed in writing in addition to the nominations presented by the Nominations Committee, provided that

A) the person nominated has consented to the nomination;

B) the person nominated has the approval of his/her communion; and

C) the nomination is supported by the signatures of at least ten (10) representatives, five (5) of whom are from different communions.

4. Any contested election shall be by secret ballot. The person receiving the highest number of votes for each office shall be elected. In the event of a tie, there will be a run-off election between the two persons receiving the highest number of votes.

- 678 5. In November of the fourth year of each quadrennium, the Executive Board shall
679 elect the Executive 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 Executive 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 Executive Board Secretary are elected**
691 **by the General Assembly.**

692
693 **C. All officers of the Council (except the General Secretary) and the**
694 **Executive 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 Executive Board may at any regular or special meeting suspend any**
700 **Officer of the Council or the Executive Board Secretary from elected**
701 **office or suspend or remove the Executive Board Treasurer upon**
702 **establishment of a quorum and subsequent majority vote.**

703
704 **B. The General Assembly may at any regular or special meeting remove any**
705 **Officer of the Council or the Executive 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 Executive 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.

723

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

726

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.

734

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 Executive Board Secretary, the
742 Executive 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 Executive 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 Executive 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.

840

841 Section 5. Voting

842

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.

846

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

848

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

861

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

869

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

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881 **Section 3. Additional Participation**

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

886

887 **Section 4. Responsibilities**

888

889 **The General Assembly shall have authority to:**

890

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

894

895 **B. elect the officers of the Council, including the General Secretary, and the**
896 **Executive Board Secretary; and elect the Executive Board and the CWS**
897 **Inc. Board of Directors as necessary;**

898

899 **C. elect additional members of the General Assembly;**

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

902

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

904

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

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907 **G. adopt public statements, including messages and resolutions;**

908

909 **H. receive and act upon reports and recommendations from the Executive**
910 **Board and the CWS Inc. Board of Directors;**

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

914

915 **J. conduct a quadrennial review of program directions;**

916

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

919

920 **L. receive and review the financial reports acted upon by the Executive**
921 **Board and by the CWS Inc. Board of Directors;**

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923 **M. receive recommendations from and, where appropriate, make**
924 **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 Executive 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 Executive 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 Executive Board as follows: At the request of the Nominations Committee, the President may appoint a Committee from among the members of the Executive 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 Executive 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 Executive 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 Executive 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 Executive 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 Executive 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 Executive Board for approval of Related Organization status.
1073
- 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.
1087
- 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.
1102
- 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.
1108
- 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 Executive Board Secretary unless , by special action, the General
1115 Assembly establishes other procedures.
1116
- 1117 D) Nominate the CWS Inc. Chairperson, the Chairperson of the Administration
1118 and Finance Committee of the Executive 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 Executive 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 Executive 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 Executive
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: Executive Board; CWS Inc. Board of
1154 Directors; Standing Committees of the General Assembly; Standing
1155 Committees of the Executive 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 Executive 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 – EXECUTIVE BOARD

Section 1. Designation

The Council shall have an Executive Board.

Section 2. Membership

The Executive Board shall be composed of the following members:

- A. Officers of the Council and the Executive Board Secretary. The General Secretary and the Executive Board Treasurer shall serve without vote;***
- B. Chairpersons of the Standing Committees of the General Assembly and of the Executive 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 Executive Board as an officer of the Council, Commission or Standing Committee Chair or commission representative is entitled to a seat on the Executive 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 Executive Board) to participate in Executive Board meetings if their regular Executive 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 Executive 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 Executive Board shall have such additional responsibilities as are provided in the Bylaws.

Article IV - Executive Board

Section 1. Responsibilities

The Executive 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 Executive 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.
1261
- 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.
1266
- 1267 6. Consideration of such other actions requiring prompt attention as are permitted by
1268 the Constitution.
1269
- 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;
1274
- 1275 9. Adoption and amendment of Standing Rules of the respective Commissions on
1276 recommendation of the Constitution and Bylaws Committee;
1277
- 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.
1288
- 1289 D. Report on the Executive 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 Executive 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
1300
- 1301 The Executive 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 Executive Board,
1306 provided that those persons present represent one-third of the member communions
1307 represented on the Executive Board.
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Section 5. Organization

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The Executive 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 Executive 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 Executive 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 Executive 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 Executive 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 Executive 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, two members of the Human Resources Committee shall serve as liaisons to the Administration and Finance Committee and two members of the Administration and Finance Committee shall serve as liaisons 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.

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1354 Section 8. Responsibilities
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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 Executive 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 Executive 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 Executive Board for approval.
1369
- 1370 3. Serve as the budget control arm of the Executive Board and approve budget
1371 adjustments within limits specified by the Executive Board.
1372
- 1373 4. Recommend to the Executive Board a certified public accountant and transmit to the
1374 Executive 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 Executive 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 Executive Board upon recommendation from the General Secretary. Nominees shall
1385 be informed by the General Secretary that their continued employment is subject to
1386 such continued good standing, the requirements of the program of the Council,
1387 availability of funds, appropriate standards of personal conduct, and acceptable
1388 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 Executive Board for
1394 election or removal of staff persons subject to election by the Executive 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 Executive 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 eligible for regular election to
1402 the staff, unless the Executive Board determines in advance of the interim position's
1403 being filled that the individual being selected as interim staff may not be a candidate
1404 for election.
1405
- 1406 6. Monitor the Equal Employment Opportunity/Affirmative Action program.
1407

1408 7. Report regularly to the Executive Board on matters within the assigned responsibility
1409 of the Committee related to personnel selection, retirements and resignations. On all
1410 other matters, the Human Resources Standing Committee reports to the Executive
1411 Board through the Administration and Finance Standing Committee.
1412

1413 C. Inclusiveness and Justice Committee
1414

1415 1. Monitor, review and evaluate all programs, staffing patterns, policies and operations
1416 of the Council affecting racial/ethnic persons, women of all colors, and persons of all
1417 economic levels, and make appropriate recommendations to the Executive Board
1418 regarding the effectiveness or relevance of those programs.
1419

1420 2. Monitor the nominating process and membership of the Program Committees,
1421 Commissions, Standing Committees and other committees for inclusiveness.
1422

1423 3. Identify contributing factors, steps and resources leading to justice and inclusiveness
1424 and make recommendations with action steps to the Executive Board for
1425 implementing policies that increase inclusiveness and facilitate the participation of
1426 racial/ethnic persons, women of all colors, and persons of all economic levels in the
1427 life of the Council.
1428

1429 4. Monitor the functioning of the General Assembly, Executive Board, CWS Inc. Board
1430 of Directors General Secretariat, and other committees to identify barriers to
1431 inclusiveness and make appropriate recommendations to the Executive Board for
1432 reducing such barriers.
1433

1434 5. Serve as an advocate for justice against racism, sexism, classism and structures that
1435 historically exclude people in the church and society and as an enabler with the
1436 General Assembly, Executive Board, CWS Inc. Board of Directors, Commissions,
1437 Standing Committees, other appropriate committees and member communions for
1438 the concerns of those adversely affected by racism, sexism, classism and other
1439 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.

1447

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 Executive 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

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 Executive 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.

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;

- 1486
1487 C. maintaining and deepening Council relationships with other faith communities;
1488
1489 D. providing an ecumenical arena for development of joint programs and resources that will
1490 support Christian growth in faithfulness, social responsibility, and global awareness;
1491
1492 E. providing interpretation and public relations services for the Council and all its program
1493 ministries, including CWS as well as FJEM;
1494
1495 F. providing a focused public voice and witness of the Council in its program of
1496 communication and interpretation;
1497
1498 G. interpreting the policies of the Council to government and the activities of government to
1499 the churches, and witnessing to Council policies in the public policy arena;
1500
1501 H. establishing and maintaining just policies and procedures embodied in an inclusive staff
1502 reflective of a diverse constituency;
1503
1504 I. promoting Bible translation and utilization;
1505
1506 J. research, evaluation and planning in support of the various ministries of the Council and
1507 policies adopted by the General Assembly; and
1508
1509 K. developing and making available resources for the work of the member
1510 communions through the FJEM.
1511

1512
1513 **Section 4. Commissions**
1514

1515 ***Commissions, constituted and assigned specific responsibilities as set***
1516 ***forth in the Bylaws, are entities which are responsible both directly and***
1517 ***through their Program Committees to fulfill the mission of the Council in***
1518 ***the particular program areas assigned to the respective Commissions and***
1519 ***to serve member communions in those program areas. They report to the***
1520 ***Executive Board, and through the Executive Board to the General***
1521 ***Assembly.***
1522

1523
1524 Section 3 Membership of Commissions
1525

- 1526 A. Each Commission is composed of no fewer than 25 representatives of member and non-
1527 member communions and Related Organizations and agencies. The membership of
1528 each Commission shall reflect the scope of Commission responsibility and shall include
1529 persons having expertise needed for the programs of the Commission. The term of
1530 membership shall be for the quadrennium.
1531
1532 B. The membership shall be prescribed in standing rules adopted by each Commission and
1533 approved by the General Assembly. Each Commission shall recommend to the
1534 Nominations Committee names of persons to serve on the Commission, in consultation
1535 with the appropriate communions. The Nominations Committee shall obtain the approval
1536 of member communions prior to inviting representatives of member communions to serve

1537 on a Commission. Those Commissioners who belong to member communions shall be
1538 elected by the General Assembly.

1539

1540 C. Individuals who belong to communions that are not members of the Council or Related
1541 Organizations or agencies may be elected to the Commissions by the Commissions. The
1542 Standing Rules of each Commission shall specify a fixed percentage of members who
1543 may be from non-member communions, but (except in the case of the Faith and Order
1544 Commission, whose mission requires the broadest possible participation) the proportion
1545 of Commission members from member communions shall not be less than seventy per
1546 cent (70%) of the total membership of the Commission. The names of commissioners
1547 from non-member communions will be reported to the Executive Board.

1548

1549 D. The chairs and vice-chairs of Commissions are elected by the General Assembly on
1550 nomination of the Nominations Committee, with the advice and counsel of the
1551 Commission. The chairs and vice chairs of Commissions must be from member
1552 communions of the Council.

1553

1554 Section 4. General Responsibility and Authority of Commissions

1555

1556 Commissions are accountable to the General Assembly through the Executive Board. Each
1557 Commission shall have the following basic responsibilities and authority in its program area
1558 which shall be carried out with the participation of the staff of the Commission:

1559

1560 A. Provide an ecumenical forum related to its assigned program area to share ideas and
1561 experiences and to examine areas of needed service including the convening of
1562 assemblies, conferences and consultations.

1563

1564 B. Provide opportunities for common counsel among member communions concerning
1565 objectives, plans, and programs.

1566

1567 C. Develop, or review and recommend, proposed Policy Statements and public reports for
1568 approval by the General Assembly and, within overall policies and authorized programs,
1569 issue or approve issuance of study or position papers or reports for interpretation or
1570 explanation of such policies or programs.

1571

1572 D. Prepare and present to the Administration and Finance Committee a program budget for
1573 the work of the Commission.

1574

1575 E. Define program objectives and develop suitable plans for its program area and provide for
1576 coordination with plans of other entities of the Council.

1577

1578 F. Adopt specific policies for its program areas within the overall Council policies.

1579

1580 G. Assist in securing financial support from member communions and their boards and
1581 agencies as well as support from external sources within guidelines established for such
1582 support for program authorized by the General Assembly.

1583

1584 H. Oversee the operation of such programs as are in accordance with General Assembly
1585 policy and are assured of adequate funding.

1586

1587 I. Review and evaluate the progress, accomplishments, and problems within authorized
1588 plans and programs and report thereon regularly to the Executive Board.

1589

1590 J. Respond to actions, recommendations and evaluations on policy and program matters
received from the General Assembly and the Executive Board.

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- K. Advise the General Secretary on the development and administration of program.
- L. Maintain and nurture relationships, as coordinated by the General Secretary, with local, regional, national, and world ecumenical bodies and other agencies active in its sphere of assigned work and responsibility.
- M. Provide opportunity for working relationships with communions eligible for membership in the Council and other organizations as provided in the Standing Rules of the Commission, and at the Commission's discretion, provide opportunity for working relationships with communions and organizations which do not otherwise have a relationship to the Council.
- N. Ensure racial/ethnic, gender and age inclusiveness in the work and the decision-making processes of the Commission.
- O. Engage the General Secretary as a member of the Search Committees for all elected staff positions and with the concurrence of the General Secretary nominate individuals for election by the Executive Board.
- P. Review and approve appointments by member communions to membership on Program Ministry Committees, subject to confirmation by the Executive Board.

Section 5. Designation of Program Areas of Commissions

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

- A. Communication: The Communication Commission provides the Council with an open, positive and coordinated public image, rooted in the integrity of its program ministries and its public witness; engages the member communions in a communication and interpretation partnership, contributing to, listening for, and being informed by their ecumenical commitment and experience; allows the Council to voice clearly the ecumenical vision for the member communions and their diverse constituencies; and interprets and advocates the Council program ministries as faithful expressions of the ecumenical visions.
- B. Faith and Order: The Faith and Order Commission affirms the oneness of the Church of Jesus Christ and keeps before the churches the Gospel call to visible unity in one faith and one Eucharist communion, expressed in worship and in common life in Christ, in order that the world may believe.
- C. Interfaith Relations: The Interfaith Relations Commission exercises special responsibility within the life of the Council for programs, resources and communication integral to the building and maintenance of interfaith relationships, and to theological reflection of these relationships. The Commission works with and on behalf of the churches to strengthen relationships between Christians and people of other faiths through study, dialogue, the development of cooperative programs and the sharing of resources and information. It provides an ecumenical forum for sharing, common counsel and theological reflection regarding interfaith relations, and coordinates its work with other entities of the Council as appropriate.
- D. Education and Leadership Ministries: The Education and Leadership Ministries Commission (ELMC) engages in ministries of faith formation and education for persons and communities by providing a dynamic ecumenical setting in which denominations and

1646 other institutions gather. ELMC's calling is grounded in the biblical story, the gospel of
1647 Jesus Christ, and the global vision of God's shalom for all creation. The Commission
1648 serves as an ecumenical arena – an umbrella – for the development of joint programs and
1649 resources that will support Christian growth in faithfulness, social responsibility, and
1650 global awareness.

1651 E. Justice and Advocacy: The Justice and Advocacy Commission serves as the arm of the
1652 Council through which the member communions and their boards and agencies, together
1653 with participating non-member communions and related organizations, cooperate in
1654 efforts to pursue justice in church and society, especially the elimination of poverty in the
1655 United States, racial justice, justice for women, environmental justice, and responses to
1656 the urban crisis. This Commission works in collaboration with public policy ministries of
1657 the Council.

1658
1659 In addition to the program areas set forth in the Bylaws, each Commission shall have specific
1660 responsibilities which are defined in its Standing Rules.
1661

1662
1663 **Section 5. Staff**

1664
1665 ***The Council shall have such staff, in addition to the General Secretary, as***
1666 ***provided in the Bylaws. All staff persons shall be employees of the***
1667 ***Council.***
1668

1669
1670 Section 6. Staff

1671
1672 All elected staff including interim appointments shall be members of member communions of
1673 the Council. Any exception shall be approved by the Executive Board upon recommendation
1674 of the General Secretary.

1675
1676 Section 7. Standing Rules for Commissions

1677
1678 A. Each Commission shall, with the concurrence of the Executive Board, adopt Standing
1679 Rules which are in conformity with these Bylaws. Such Standing Rules, and amendments
1680 thereto, shall be considered interim in nature until approved by the Executive Board.

1681
1682 B. Standing Rules shall define the organization of the Commission and its program
1683 ministries and define the rules governing the conduct of meetings and shall be organized
1684 in the following sections:

- 1685
1686 1. name and authority;
1687 2. purpose and responsibilities;
1688 3. participation;
1689 4. officers;
1690

- 1690
1691 5. organization;
1692 6. meetings and quorum;
1693 7. staff; budget and finance; and
1694 8. amendments.

1695
1696 A two-thirds vote of members present and voting at any meeting of the Commission shall be
1697 required to adopt or to amend such Standing Rules. The call for such a vote shall be
1698 preceded by at least seven days' written notice to members of the Commission of the
1699 substance of the proposal.

1700
1701 Section 8. Program Ministries and Program Committees

1702
1703 Program Ministries of the Council embody, nurture, and bear witness to the unity of the Body
1704 of Christ and provide an arena where the member communions and others can act as one in
1705 the United States. Undergirded by discernment from Scripture, the member communions
1706 together advocate for justice and peace, articulate Christian values, demonstrate
1707 discipleship, promote Christian education, identify emerging opportunities, serve the
1708 common good, and nurture visible expressions of Christian unity.

1709
1710 A. A Program Ministry is a discrete entity established by a Commission with the approval of
1711 the Executive Board to carry out work in a particular FJEM area of interest and concern to
1712 the member churches of the Council.

1713
1714 B. Each Program Ministry is managed by a Program Committee. Each Program Committee
1715 is responsible to a Commission.

1716
1717 C. The members of each Program Committee shall be appointed by the member
1718 communions subject to approval by the responsible Commission and confirmation by the
1719 Executive Board:

- 1720
1721 1. The membership shall reflect racial/ethnic, gender and age inclusiveness.
1722
1723 2. The membership of each Program Committee shall reflect the scope of the Program
1724 Ministry responsibility and shall include persons having expertise needed for the Program
1725 Ministry.
1726
1727 3. The membership and term of membership shall be prescribed in Standing Rules adopted
1728 by each Program Committee and approved by the Executive Board on recommendation of
1729 the Commission.

1730
1731 Section 9. General Responsibility and Authority

1732
1733 Each Program Committee shall have the following basic responsibilities and authority in its
1734 program area which shall be carried out with the participation of the Staff of the Program
1735 Ministry.

1736
1737 A. Provide an ecumenical forum related to its assigned program area to share ideas and
1738 experiences and to examine areas of needed service including the convening of
1739 assemblies, conferences and consultations.

1740
1741 B. Provide opportunities for common counsel among member communions concerning
1742 objectives, plans, and programs.

1743

- 1744 C. Assist in securing financial support from member communions and their boards and
1745 agencies as well as support from external sources within guidelines established for such
1746 support for program authorized by the General Assembly.
1747
1748 D. Oversee the operation of such programs as are in accordance with General Assembly
1749 policy and are assured of adequate funding.
1750
1751 E. Review and evaluate the progress, accomplishments, and problems within authorized
1752 plans and programs and submit a report to the Commission.
1753
1754

1755
1756 **ARTICLE X- FINANCIAL AFFAIRS**
1757

1758 **Section 1. Primary Responsibility for Support**
1759

1760 ***The financial support of the Council, including FJEM/GS and CWS, shall be***
1761 ***primarily the responsibility of its member communions and their boards***
1762 ***and agencies.***
1763

1764 **Section 2. Supplementary Support**
1765

1766 ***Additional financial support shall be sought from non-member***
1767 ***communions or their boards and agencies and from other organizations***
1768 ***participating in the work being carried forward by the Council and from***
1769 ***organizations and individuals interested in that work.***
1770

1771 **Section 3. Financial Management**
1772

1773 ***The financial affairs of the FJEM/GS shall be administered under the***
1774 ***direction of the General Assembly by the Executive Board as set forth in***
1775 ***the Bylaws of the Council. The financial affairs of CWS Inc. shall be***
1776 ***administered under the direction of the General Assembly by the Board of***
1777 ***Directors as set forth in the Bylaws of CWS Inc.***
1778

1779 **Section 4. Financial Reports**
1780

1781 ***Both FJEM/GS and CWS shall submit regular financial reports to the***
1782 ***General Assembly.***
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Article VI - Financial Policies and Procedures

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Section 1. Fiscal Year

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1790

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

1791

1792

Section 2. Budget

1793

1794

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 Executive Board Treasurer, in consultation with the Administration and Finance Committee of the Executive Board, and presented by the Administration and Finance Committee to the Executive Board for its review and approval.

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B. The Executive 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

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Section 3. Ecumenical Commitment Fund

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1807

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.

1808

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1810

Section 4. Management and Controls

1811

1812

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

1813

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1815

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

1816

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1818

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 Executive 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 Executive 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 Executive Board or of any committee thereof or of any Commission or of any committee thereof may participate in a meeting of such Board, Commission 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.

1872 C. No action may be taken by any Board, Commission or committee by written vote without a
1873 meeting unless all its members consent in writing to adoption of a resolution authorizing
1874 the action.

1875

1876 Section 2. Special Rules of Order

1877

1878 A. The General Assembly may adopt Standing Rules to define further its organization,
1879 govern the conduct of its meetings, and prescribe procedure for the consideration and
1880 adoption of Policy Statements and Resolutions.

1881

1882 B. All recommendations for adoption or amendment of Standing Rules of the General
1883 Assembly or of a Commission shall be submitted to the General Secretary at least six
1884 weeks before the meeting of the General Assembly at which the action is requested; and
1885 the members of the Assembly shall receive written notice of the substance of the proposal
1886 at least seven days prior to the meeting.

1887

1888 C. A two-thirds vote of members present and eligible to vote shall be required to adopt or to
1889 amend the Standing Rules of the General Assembly.

1890

1891 D. Standing Rules prescribing procedure for the consideration and adoption of Policy
1892 Statements may be waived as an extraordinary procedure with the consent of nine-tenths
1893 of the members present and voting.

1894

1895 E. Standing Rules may be suspended for the purpose of a specific action by a three-fourths
1896 vote of members present and eligible to vote.

1897

1898 Section 3. Ex-Officio Membership and Rights of Participation

1899

1900 A. The General Secretary and the Executive Director shall be entitled to full right of
1901 participation, except the right to vote, in meetings of the Executive Board and its related
1902 committees.

1903

1904 B. No member of the Council Staff may, except as otherwise provided in the Constitution or
1905 these Bylaws, serve as a voting member of any board or committee of the Council.

1906

1907 C. The term "ex-officio" as used in the Constitution, these Bylaws, and other instruments of
1908 the Council shall mean "voting membership by virtue of office" except as otherwise
1909 defined in these Bylaws or Constitution.

1910

1911 D. The elective head of any board or committee shall be an ex-officio member of all
1912 committees subordinate to the board or committee.

1913

1914 Section 4. Open Meetings

1915

1916 A. All meetings of the General Assembly, its committees and subcommittees, the FJEM and
1917 CWS, committees, working groups and their Conferences, Consultations, and similar
1918 meetings of Related Organizations are ordinarily open to the public. The Council shall
1919 demonstrate its openness by construing this rule liberally. The application of this rule is
1920 also recommended to all denominational and caucus meetings held in the context of a
1921 General Assembly meeting or for the purpose of influencing the Assembly's decisions.

1922

1923 B. Meetings required by this rule to be open to the public shall be conducted in areas having
1924 reasonable facilities for observation by the public.

1925

- 1926 C. Observers to a meeting may be subject to any charges or registration fees paid by the
1927 official participants.
1928
- 1929 D. Notice of meetings shall be published as follows:
1930
- 1931 1. Each entity of the Council shall prepare for the General Secretary by January 1 a
1932 schedule of all regular meetings, which shall contain the dates and places of such meetings
1933 in the ensuing year. At least one copy of the schedule of regular meetings shall be sent to
1934 the member communions by the General Secretary and it shall be available to media outlets
1935 through the Communications commission.
1936
- 1937 2. Special meetings may be scheduled. Notice of dates, times and places of such meetings
1938 shall be posted in the Office of the General Secretary at least ninety-six hours before the
1939 actual meeting. The announcements will be available to media outlets through the
1940 Communications office.
1941
- 1942 3. When meetings are necessary to discuss unforeseen emergency conditions, an
1943 emergency meeting may be scheduled. Notice of the date, time and place of such an
1944 emergency meeting shall be given to media outlets by the Communications office.
1945
- 1946 E. Portions of the meeting may be closed if the closed session is authorized by two-thirds of
1947 those present and eligible to vote, a quorum being present, and if the vote is taken during an
1948 open meeting and duly recorded and entered in the minutes. The reason for closing the
1949 portion of the session must be stated publicly, and no unrelated matters shall be discussed
1950 in such a meeting. A meeting closed to the public shall be limited to matters allowed to be
1951 exempted from discussion at open meetings in paragraph F of this Section. Nothing in this
1952 paragraph or in paragraph F shall be construed to require that any meeting be closed to the
1953 public.
1954
- 1955 E. Only those portions of meetings may be closed that concern the following subjects:
1956
- 1957 1. Consideration of bids for property acquisition or sale.
1958
- 1959 2. Negotiation of salaries and/or evaluation of staff performance unless the staff
1960 member directly involved has requested an open session.
1961
- 1962 3. Discussions within personnel search committees involving evaluations of
1963 candidates for staff positions.
1964
- 1965 4. Discussions within nominating committees where candidates are being evaluated.
1966
- 1967 5. Discussion with respect to collective bargaining or litigation involving the Council,
1968 when an open meeting would have a detrimental effect on the bargaining or
1969 litigation position of the Council.
1970
- 1971 6. Cases where the counsel of the Council advises that such public discussion might
1972 prejudice legal proceedings.
1973
- 1974 7. Discussion regarding the deployment of security personnel or devices.
1975
- 1976
- 1977 8. Presentation by a person from another country where there is a real or apparent
1978 danger that disclosure of this information would jeopardize life or liberty and where

- 1979 a written request for a closed session has been made to the appropriate
1980 chairperson in advance.
1981
1982 9. Rare and exceptional cases where three-fourths of those present and eligible to vote
1983 approve, a quorum being present, and where a written request for a closed
1984 session has been given to the appropriate chairperson in advance.
1985
1986 G. The intention of this Section is that decisions reached in any closed session be publicly
1987 announced immediately following the session, or if that is not possible, a specific date be
1988 announced when the information will be available. It is understood that certain personnel
1989 matters and discussions on the deployment of security devices may not be able to be made
1990 public.
1991
1992 H. Since staff are not voting members of the Council and do not constitutionally represent
1993 their denominations, staff meetings are exempted from the open meeting rule.
1994
1995 I. This section does not replace representational voting with popular voting or provide a
1996 popular right to speak.
1997
1998 Section 5. Indemnification
1999
2000 A. To the full extent authorized or permitted by law (as now or hereafter in effect), the
2001 Council shall indemnify any person who, by reason of the fact that such person, his or her
2002 testator or intestate was a member of the General Assembly or Executive Board, officer,
2003 staff member or employee of the Council, including any division or committee thereof, or
2004 served another corporation, partnership, joint venture, trust, employee benefit plan or
2005 other enterprise in any capacity at the request of the Council, is or was made, or
2006 threatened to be made, a party to:
2007
2008 1. any threatened, pending or completed action or proceeding, other than one by or
2009 in the right of the Council, to procure a judgment in its favor, whether civil or
2010 criminal, including an action by or in the right of any other corporation of any type
2011 or kind, domestic or foreign, or any partnership, joint venture, trust, employee
2012 benefit plan or other enterprise, which such person or his testator or intestate
2013 served or serves in any capacity at the request of the Council, against judgments,
2014 fines, amounts paid in settlement and reasonable expenses, including attorney's
2015 fees actually and necessarily incurred as a result of such action or proceeding, or
2016 any appeal thereof, if such person or his testator or intestate acted in good faith,
2017 for a purpose which he or she reasonably believed to be in, or in the case of
2018 service for any other corporation or any partnership, joint venture, trust, employee
2019 benefit plan or other enterprise, not opposed to, the best interests of the Council,
2020 and, in criminal actions and proceedings, in addition, had no reasonable cause to
2021 believe that his or her conduct was unlawful; or
2022
2023 2. any threatened, pending or completed action or proceeding by or in the right of
2024 the Council to procure a judgment in its favor by reason of the fact that he or she,
2025 or his or her testator or intestate, is or was a member of the General Assembly or
2026 Executive Board, officer, staff member or employee of the Council, including any
2027 division or committee thereof, or is or was serving at the request of the Council as
2028

2028 a director or officer of any other corporation of any type or kind, domestic or
2029 foreign, of any partnership, joint venture, trust, employee benefit plan or other
2030 enterprise, against amounts paid in settlement and reasonable expenses,
2031 including attorney's fees, actually and necessarily incurred in connection with the
2032 defense or settlement of such action, or in connection with an appeal thereof, if
2033 such person acted, in good faith, for a purpose which he or she reasonably
2034 believed to be in, or, in the case of service for any other corporation or any
2035 partnership, joint venture, trust, employee benefit plan or other enterprise, not
2036 opposed to, the best interests of the Council, except that no indemnification
2037 under this paragraph shall be made in respect to (A) a threatened action, or a
2038 pending action which is settled or otherwise disposed of, or (B) any claim, issue
2039 or matter as to which such person shall have been adjudged to be liable to the
2040 Council, unless and only to the extent that the court in which the action was
2041 brought, or, if no action was brought, any court of competent jurisdiction,
2042 determines upon application that, in the view of all the circumstances of the case,
2043 the person is fairly and reasonably entitled to indemnity for such portion of the
2044 settlement amount and expenses as the court deems proper.
2045

2046 Such right of indemnification shall not be deemed exclusive of any other rights to which such
2047 member of the General Assembly or Executive Board, officer, staff member or employee
2048 may be entitled by the New York Not-For-Profit Corporation Law or otherwise.
2049

2050 B. Expenses incurred in defending a civil or criminal action or proceeding shall be paid by
2051 the Council in advance of the final disposition of such action or proceeding upon receipt of
2052 an undertaking by or on behalf of such person to repay such amount upon a
2053 determination that such person is not entitled to indemnification or, where indemnification
2054 is granted, to the extent the expenses so advanced or allowed by the Court exceed the
2055 indemnification to which he or she is entitled.
2056

2057 C. No amendment or repeal of this Article shall apply to or have any effect on the right to
2058 indemnification or advancement of expenses provided hereunder with respect to any acts
2059 or omissions occurring prior to such amendment or repeal.
2060

2061 D. The Council shall have power to purchase and maintain insurance on behalf of any
2062 person who is or was or whose testator or intestate is or was a member of the General
2063 Assembly or Executive Board, officer, staff member or employee of the Council, including
2064 any division or committee thereof, or is or was serving at the request of the Council as a
2065 director, officer, employee or agent of another corporation, partnership, joint venture,
2066 trust, employee benefit plan or other enterprise against any liability asserted against him
2067 or her and incurred by him or her in any such capacity, or arising out of his or her status
2068 as such, whether or not the Council would have the power to indemnify him or her against
2069 such liability under applicable law.
2070