

CONSTITUTION and BYLAWS

PACIFIC SOUTHWEST CONFERENCE

OF

THE EVANGELICAL COVENANT CHURCH

A non-profit California corporation chartered May 24, 1906

formerly known as

Pacific Southwest Conference of
The Evangelical Covenant Church of America

California Conference of
The Evangelical Covenant Church of America

Evangelical Mission Covenant Association
Of California

Swedish Evangelical Missionary Association of California

Adopted April 23, 2004

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PREAMBLE

The Evangelical Covenant Church is a communion of congregations gathered by God, united in Christ, and empowered by the Holy Spirit to obey the great commandment and the great commission. It affirms its companionship in faith with other church bodies and all those who fear God and keep God's commandments.

The Evangelical Covenant Church adheres to the affirmations of the Protestant Reformation regarding the Bible. It confesses that the Holy Scripture, the Old and the New Testament, is the Word of God and the only perfect rule for faith, doctrine, and conduct. It affirms the historic confessions of the Christian Church, particularly the Apostles' Creed and Nicene Creed, while emphasizing the sovereignty of the Word of God over all creedal interpretations.

In continuity with the renewal movements of historic Pietism, the Evangelical Covenant Church especially cherishes the dual emphasis on new birth and new life in Christ, believing that personal faith in Jesus Christ as Savior and Lord is the foundation for our mission of evangelism and Christian nurture. Our common experience of God's grace and love in Jesus Christ continues to sustain the Evangelical Covenant Church as an interdependent body of believers that recognizes but transcends our theological differences.

The Evangelical Covenant Church celebrates two divinely ordained sacraments, baptism and the Lord's Supper. Recognizing the reality of freedom in Christ, and in conscious dependence on the work of the Holy Spirit, we practice both the baptism of infants and believer baptism. The Evangelical Covenant Church embraces this freedom in Christ as a gift that preserves personal conviction, yet guards against an individualism that disregards the centrality of the Word of God and the mutual responsibilities and disciplines of the spiritual community.

The Evangelical Covenant Church has its roots in historical Christianity, the Protestant Reformation, the biblical instruction of the Lutheran Church of Sweden, and the great spiritual awakenings of the eighteenth and nineteenth centuries. These influences, together with more recent North American renewal movements, continue to shape its development and distinctive spirit. The Evangelical Covenant Church is committed to reaching across boundaries of race, ethnicity, culture, gender, age, and status in the cultivation of communities of life and service.

INTRODUCTION

The Pacific Southwest Conference of the Evangelical Covenant Church, in order to accomplish its mission and purposes, has formulated and adopted this Constitution and Bylaws. The Constitution recognizes that the highest constituted authority of the Pacific Southwest Conference is the convention of delegates known as the Annual Meeting, which alone can adopt and amend the Constitution and Bylaws. The Pacific Southwest Conference shall be governed by its Articles of Incorporation, its Constitution and Bylaws and all applicable laws.

CONSTITUTION

ARTICLE I Name

The name of this organization shall be the Pacific Southwest Conference of the Evangelical Covenant Church. Hereinafter, the Pacific Southwest Conference may be called the PSWC and the Evangelical Covenant Church be called the ECC.

ARTICLE II Confession

The Conference confesses that the Holy Scripture, the Old and the New Testament, is the Word of God and the only perfect rule for faith, doctrine, and conduct.

ARTICLE III Establishment and Purpose

Section 3.1. The PSWC is a mission region of the ECC. As such, it is a separately incorporated association of the ECC as provided in the Bylaws of the ECC.

Section 3.2. As a mission region, the PSWC exists to serve its local churches and to minister on their behalf to better make known the good news of saving faith in Jesus Christ, to encourage a Christ like life among its members, and to carry out Christ's redeeming work of love, mercy, and justice in the world.

Section 3.3. The PSWC is incorporated in the state of California as a not-for-profit organization. The delegates to the Annual Meeting are the corporate members of the Conference.

ARTICLE IV Territory

Section 4.1. The name of the Conference and the boundaries of the PSWC as designated by the ECC Annual Meeting, upon the recommendation of the Executive Board of the ECC after consultation with the PSWC, are the territories within the states of Arizona, California, Hawaii, Nevada, Utah and such other as shall be determined by the ECC.

ARTICLE V Membership

Section 5.1. The members of the PSWC are Christian congregations that have obtained such membership in accordance with the Constitution and Bylaws of the ECC and of the PSWC and are united in faith and service.

Section 5.2. Membership is granted in the PSWC to a congregation when it is designated a member of the ECC. A congregation cannot be a member of one without being a member of the other.

Section 5.3. Membership is open to evangelical Christian congregations that are in accord with the Preamble and Confession of the ECC, and that meet the requirements stated in the ECC Constitution and Bylaws, which are repeated in this Constitution and Bylaws. A congregation seeking membership shall follow the procedure determined by the ECC Executive Board, which is repeated in these Bylaws.

Section 5.4. Member congregations pledge mutually to support the principles, policies, programs, and institutions of the PSWC and the ECC. This includes regular financial support of the PSWC and the ECC. The Constitution and Bylaws of member congregations shall be in general agreement with the principles of the ECC Preamble, Constitution, and Bylaws. Member congregations have freedom in the management of local matters.

Section 5.5. Member congregations that through decision or practice are out of harmony with the principles, policies, programs, or institutions of the ECC may be dismissed from the ECC and PSWC according to the procedures stated in the Bylaws.

Section 5.6. A congregation seeking to sever its affiliation with the ECC and PSWC shall follow the procedures stated in the Bylaws.

ARTICLE VI Officers

Section 6.1. The officers of the PSWC shall be the chief executive officer, a chair, a vice chair, treasurer, and secretary who shall serve in these capacities on the Executive Board. The Executive Board may appoint other officers as required by the business of the PSWC as determined from time to time by the Executive Board. The Chair may also be known as President when necessary or reasonably required by law, governmental, business, or commercial practices.

Section 6.2. Officers shall be selected according to the procedures stated in the Bylaws.

Section 6.3. Officers shall have duties and responsibilities provided in the Bylaws.

ARTICLE VII Annual Meeting

Section 7.1. A convention of delegates, known as the Annual Meeting, shall be the highest constituted authority in the PSWC.

Section 7.2. There shall be one regular session of the Annual Meeting each year, the date of which shall be prior to the ECC Annual Meeting as determined by the Executive Board.

Section 7.3. As the highest deliberative and decision-making body of the PSWC, the Annual Meeting shall recommend the admission and dismissal of congregations as provided in the Bylaws, elect or call persons to leadership positions as provided in the Bylaws, approve the budget of the PSWC, receive and approve reports, amend the Constitution and Bylaws, conduct other such business as may properly come before it, and make decisions necessary to the mutual work of the PSWC, affiliated institutions, and the ECC.

Section 7.4. Each PSWC congregation is entitled to send one or more delegates to the Annual Meeting, as provided in the Bylaws. The PSWC Superintendent and elected members of the Executive Board shall be ex officio delegates. The Bylaws may provide for additional delegates and advisors. Each delegate shall serve for a term that expires at the convening of the next Annual Meeting as provided in the Bylaws. Each delegate shall be a corporate member of the PSWC for the duration of that delegate's term.

Section 7.5. Special sessions of the Annual Meeting may be called by the Executive Board, by the Superintendent with the concurrence of the Executive Board, or by a majority of the current delegates. At least thirty days before the date of each special meeting, the secretary of the PSWC shall send a notice to each current delegate, stating the time, place, and purpose of the meeting.

Section 7.6. A majority of delegates registered and certified in accordance with the Bylaws shall constitute a quorum for any regular or special session of an Annual Meeting.

ARTICLE VIII Executive Board

Section 8.1. The PSWC's activities and affairs shall be managed by or under the authority of the Executive Board (which may also be known as the Board of Directors when necessary or reasonably required by law, governmental, business or commercial practice), subject to provisions and limitations of the Constitution or Bylaws that require action or approval

of the Annual Meeting. Without prejudice to these general powers, but subject to the same limitations, the Executive Board shall have powers set forth in this article and in the Bylaws.

Section 8.2. The Executive Board shall be responsible for ensuring that all matters required to be brought to the Annual Meeting under this Constitution and Bylaws are in fact brought to the Annual Meeting.

Section 8.3. The Executive Board shall have the authority and responsibility for ensuring that the policies, procedures, and actions of the PSWC comply with this Constitution and Bylaws.

Section 8.4. The Executive Board shall have the authority and responsibility for ensuring that the officers of the PSWC and staff comply with this Constitution and Bylaws.

Section 8.5. The Annual Meeting shall elect members of the Executive Board as provided in the Bylaws.

Section 8.6. The Superintendent shall be an ex officio member of the Executive Board. The Bylaws may provide for additional ex officio members, as well as for advisors.

Section 8.7. The Executive Board may establish committees and otherwise organize itself for the accomplishment of its assignments.

Section 8.8. Additional responsibilities for the Executive Board shall be delineated in the Bylaws.

ARTICLE IX Ministries

The Conference shall have ministries to be responsible for specific missions and purposes of the Conference. These shall be in cooperation with each other, the congregations, the ECC, and affiliated corporations and institutions. Conference ministries shall be recognized and organized according to provisions identified in the Bylaws.

ARTICLE X The Superintendent

The Superintendent shall be the chief executive officer of the PSWC and its mission, with responsibilities delineated in the Bylaws. The Superintendent shall provide pastoral oversight to the member congregations and pastors. The Superintendent shall be an ex officio member of the Executive Board and all other administrative entities aligned with the PSWC. The Superintendent shall be elected according to provisions in the Bylaws.

ARTICLE XI Corporations and Institutions

Section 11.1. The PSWC may establish corporations and institutions to be responsible for specific missions and purposes of the Conference, in cooperation with each other, the congregations, and the ECC.

Section 11.2. Each corporation and institution established by the PSWC shall be identified in the Bylaws.

Section 11.3. Each corporation and institution established by the PSWC shall have officers and boards of directors as required by law and provided in the Bylaws. The Superintendent shall be an ex officio member of the Board of Directors of each corporation and institution established by the PSWC.

ARTICLE XII Asset Resolution

Section 12.1. In case of schism within the PSWC, all property and other assets belonging to the PSWC shall belong to the group that upholds and adheres to this Constitution and Bylaws as shall be determined in the sole and absolute judgment of the Executive Board of the ECC.

Section 12.2. Should the PSWC be dissolved or diminish to less than ten member churches, title to all PSWC property and other assets shall become the property of the ECC.

Section 12.3. A member church which withdraws or is dismissed from the PSWC and the ECC shall be subject to immediate payment of all loans, grants, or property received from the PSWC and the ECC.

ARTICLE XIII Amendments

Section 13.1. Proposed amendments to this Constitution shall be introduced in writing at an Annual Meeting, but may not be acted upon until the next Annual Meeting, and for adoption must receive the affirmative vote of two-thirds of all the accredited delegates present and voting at the Annual Meeting.

Section 13.2. Proposed amendments to this Constitution and Bylaws shall be in harmony with the ECC Constitution and Bylaws.

Section 13.3. The secretary shall have proposed amendments published in an official publication of the Conference and shall transmit them in writing to each source of delegates at least thirty days prior to the Annual Meeting, at which final action is to be taken.

BYLAWS

ARTICLE I Membership

Section 1.1. Admission to Membership. A congregation seeking membership in the PSWC shall apply for membership in the PSWC and the ECC concurrently. The application shall be made at least one month prior to the Annual Meeting of the PSWC on a form provided by the ECC. In order for the applying congregation to become a member of the PSWC and the ECC, the membership application must be approved by the PSWC Executive Board, the PSWC Annual Meeting, the Executive Board of the ECC, and the Annual Meeting of the ECC, in that order. A congregation must first become a member of the ECC by action of the ECC Annual Meeting before it can become a member of the PSWC. The PSWC shall maintain a roster of member congregations that is in harmony with that maintained by the ECC.

Section 1.2. Involuntary Dismissal from Membership.

- a. Charges that a congregation is out of harmony with the ECC shall be presented to the PSWC Executive Board, which shall immediately inform the Executive Board of the ECC and the President of the ECC of the charges.
 - i. If the PSWC Executive Board finds the charges to be credible, the PSWC Executive Board shall seek to guide the congregation into harmony with the ECC. The PSWC Executive Board shall then make a report and recommendation to the Executive Board of the ECC and the President of the ECC.
 - ii. The Executive Board of the ECC shall independently consider the credibility of the charges based on all the information and recommendations available to it. The Executive Board of the ECC may then, at its initiative and in communication with the PSWC, seek to guide the congregation into harmony with the ECC. If the Executive Board of the ECC determines that the congregation is and remains out of harmony with the ECC, the Executive Board of the ECC shall make a report and recommendation to the Annual Meeting of the ECC.
 - iii. The Annual Meeting of the ECC shall vote on the recommendation of the ECC Executive Board.
 - iv. If a congregation is dismissed from membership in the ECC by action of the Annual Meeting of the ECC, its membership in the PSWC shall also be terminated.
- b. In all cases, congregations shall have opportunity to defend themselves before the PSWC Executive Board, the Executive Board of the ECC, and the Annual Meeting of the ECC.

Section 1.3. Voluntary Dismissal from Membership.

- a. A congregation seeking to terminate its membership in the ECC shall signify its intention, in writing, to the PSWC Executive Board at least one month prior to the PSWC Annual Meeting. Action on such a request shall take place in the following sequence:
 - i. the PSWC superintendent shall notify the president of the ECC and the Executive Board of the ECC of the intention of the congregation to terminate its membership;
 - ii. the PSWC Executive Board shall make a report and recommendation to the Annual Meeting of the PSWC regarding the request of the congregation to terminate its membership;
 - iii. the PSWC Annual Meeting shall make a report and recommendation to the Executive Board of the ECC regarding the request of the congregation to terminate its membership;
 - iv. the Executive Board of the ECC shall make a report and recommendation to the Annual Meeting of the ECC regarding the request of the congregation to terminate its membership; and
 - v. the Annual Meeting of the ECC shall vote on the recommendation of the Executive Board of the ECC.
- b. If the Annual Meeting of the ECC decides to terminate the membership of the congregation, the congregation's membership in the ECC and in the PSWC shall be terminated.

Section 1.4. Disbanded Congregations. Recommendations regarding the removal from membership of congregations that have disbanded shall come to the Annual Meeting of the ECC from the Executive Board of the ECC upon prior recommendation of the PSWC Executive Board and the PSWC Annual Meeting.

Section 1.5. Use of the PSWC and ECC Name and Logo. When a congregation is no longer a member of the ECC, it shall cease all use of and reference to the name "The Evangelical Covenant Church," shall cease all use of the logo of the PSWC and ECC, and shall not represent itself as being a member of the PSWC or ECC.

ARTICLE II The Annual Meeting

Section 2.1. The Executive Board shall designate the time and place of each Annual Meeting, which shall be held prior to the ECC Annual Meeting.

Section 2.2. Delegates.

- a. Member congregations shall be entitled to representation as follows:
congregations up to 99 members, two delegates;
congregations with 100 to 224 members, three delegates;
congregations with 225 to 449 members, four delegates;
congregations with 450 to 699 members, five delegates;
congregations with 700 to 999 members, six delegates.
congregations with more than 1000 members may send six delegates plus one delegate for each additional 400 members beyond 1000
- b. The Superintendent, associate superintendents or directors, and members of the Executive Board shall be ex-officio delegates.
- c. Each standing commission shall be entitled to one delegate.
- d. Each association recognized by the PSWC shall be entitled to one delegate.
- e. Each affiliated corporation and institution shall be entitled to one delegate.
- f. Each delegate to an Annual Meeting shall be a member of an ECC congregation in the PSWC. Delegates representing local congregations shall be members of the congregation they represent. No delegate may represent more than one entity, except a member in good standing of the Ministerial Association serving two or more congregations may represent those churches being served, yet with only one vote. A member in good standing of the Ministerial Association who is serving as an interim pastor in a member congregation may serve as a delegate from that congregation without being a member of that congregation.
- g. The names of all delegates and alternate delegates shall be registered with the secretary prior to the Annual Meeting
- h. A church plant within the PSWC that is not yet a member congregation may send two advisors to the Annual Meeting.
- i. A member in good standing of the Ministerial Association who is not a delegate may be an advisor to the Annual Meeting.
- j. With the consent of the Executive Board, a congregation that cooperates with and supports the ECC but is not a member of the ECC for a reason approved by the Executive Board may send one advisor to the Annual Meeting.
- k. Honorary delegates may be recognized by the Annual Meeting. Honorary delegates shall be advisors to the Annual Meeting.

Section 2.3. Registration, Certification and Term.

- a. The Annual Meeting shall consist of the registered delegates whose credentials have been certified by the committee on credentials appointed by the Chair. When approved by the Annual Meeting, this list shall constitute the official roster of the Annual Meeting.
- b. Certified delegates and alternates shall serve until the start of the next Annual Meeting.

Section 2.4. The Agenda and Standing Rules.

- a. Agenda.
 - i. The agenda shall be prepared by an agenda committee consisting of the chair, the vice chair, and the superintendent. The agenda shall be approved by the Executive Board.
 - ii. As the highest deliberative and decision-making body of the Conference, the Annual Meeting shall recommend to the ECC the admission and dismissal of congregations, elect or call persons to leadership positions as provided in these Bylaws, approve the budget of the Conference, receive and approve reports, and make other decisions necessary to the mutual work of the Conference, the ECC, and affiliated institutions and corporations, as provided in these Bylaws.
 - iii. Copies of the proposed agenda shall be available to delegates when they arrive at the Annual Meeting.
 - iv. Items of business that are not on the proposed agenda may be submitted in writing by a delegate to the moderator. If the item submitted is in order, a majority vote of the delegates present and voting shall be required to place that item on the agenda.
- b. Standing Rules.
 - i. Standing rules shall be prepared by the agenda committee, approved by the Executive Board, and adopted by the Annual Meeting.
 - ii. Copies of the proposed standing rules shall be available to delegates when they arrive at the Annual Meeting.
 - iii. Robert's Rules of Order shall instruct the proceedings excepting, however, any standing rules, as may be adopted by the Executive Board, shall control.

ARTICLE III Officers

Section 3.1. The Superintendent.

- a. Responsibilities. The Conference Superintendent shall be the PSWC's chief executive officer and, subject to the control of the Executive Board and the decisions of the Annual Meeting, will have general supervision, direction and control over PSWC's business and its officers including all the general powers and duties of management of the PSWC and such other powers and duties as prescribed by the Executive Board or the Constitution or Bylaws. The Superintendent, upon written authorization of the Executive Board may, individually and solely, execute and deliver any and all documents and instruments on behalf of the PSWC, for the purpose of legally binding the PSWC. Without prejudice to these general powers, but subject to the same limitations, the PSWC Superintendent shall provide particular leadership in the areas of mission, pastoral care, congregational support, executive operations, provide supervision for all persons employed by the PSWC, and submit a written report to the Annual Meeting.
- b. Administrative Assignments. The Superintendent shall be an ex officio member of the Executive Board except when the Executive Board is acting as the Nominating Committee for naming candidates for the office of PSWC Superintendent, in which case the Superintendent shall not participate, and except when the Executive Board is performing a job appraisal for the Superintendent, in which case the Board may meet in executive session apart from the Superintendent. The Superintendent shall be an ex-officio member of all boards, commissions, committees, institutions, and corporations of the PSWC.
- c. Nomination of Conference Superintendent. Candidates for PSWC superintendent shall be ordained ministers of the ECC in good standing. The Executive Board shall serve as the Search Committee. The Executive Board shall put forward one nominee after the concurrence of the Executive Board of the ECC. The President of the ECC shall serve as an advisor to the process for the selection of a nominee, with privilege of attendance and voice at all meetings.
- d. Election. A two-thirds vote of the delegates present and voting shall be required for election. All voting shall be by written ballot. Should the candidate fail to receive the required vote, the position shall be filled temporarily under Section 3.1.l. of this article. A new nomination process for the permanent position shall proceed according to Section 3.1.c of this article.

- e. Installation. The PSWC superintendent shall be installed in office at an Annual Meeting of the ECC and assume office on a date determined by the PSWC Executive Board.
- f. Term and Tenure. The Superintendent shall serve for a term of 4 years. The Superintendent may be re-nominated for subsequent terms.
- g. Suspension.
 - i. By vote of two-thirds of its elected members, the Executive Board may suspend the Superintendent. The Executive Board may lift the suspension by vote of two-thirds of its elected members.
 - ii. Causes for suspension include failure to perform duties, malfeasance, misfeasance, immorality, indiscretion, unethical behavior, doctrinal error, breach of a fiduciary duty owed to the Conference, breach of a duty of confidentiality owed to the PSWC, or breach of a duty of loyalty owed to the PSWC.
 - iii. Suspension may be with or without pay as the Executive Board may determine.
 - iv. After a suspension, the Executive Board may appoint a person to serve in the capacity of the suspended person on an interim basis.
 - v. If a person is still under suspension at the time of the second Annual Meeting following suspension, the Executive Board shall submit the matter to the Annual Meeting, which shall either remove the suspended person for cause by majority vote or reinstate the suspended person with or without back pay. The Executive Board may, in its discretion, submit the matter to the Annual Meeting at the first Annual Meeting following suspension.
- h. Vacancies. The Executive Board shall declare the position of Superintendent vacant upon the removal, resignation, permanent incapacity, or death of the person holding that position.
- i. Removal. The Superintendent can be removed only by majority vote of the Annual Meeting.
- j. Resignation. The Superintendent may resign upon written notice to the Executive Board.
- k. Permanent Incapacity. The Executive Board shall develop a policy for determining permanent incapacity.
- l. Filling Vacancies. In the event of a vacancy in the position of Superintendent, the Executive Board shall appoint an acting superintendent. The acting superintendent shall perform all the duties of the superintendent, and when so acting shall have all the powers of and be subject to all the limitations of the superintendent. The permanent position shall be filled in a reasonable and expeditious time period.

Section 3.2. Chair. The Chair shall preside over all meetings of the Executive Board and the Annual Meeting. The Chair shall execute, as President of the Corporation, all necessary legal documents not delegated by the Executive Board to the PSWC Superintendent.

Section 3.3. Vice Chair. The Vice Chair shall assist the Chair and serve as the Chair when the Chair is absent or unable to perform the duties of the Chair. The Vice Chair shall chair the Personnel Committee of the Executive Board.

Section 3.4. Secretary. The Secretary shall perform the duties of a corporate secretary. The Secretary shall record and preserve minutes from each meeting of the Executive Board and Annual Meeting, sign all necessary legal documents as required by law, and attend to such correspondence as is necessary to carry out the decisions of the Annual Meeting and Executive Board.

Section 3.5. Treasurer. The Treasurer shall perform the general duties of a corporate treasurer as the responsible financial officer of the PSWC. The Treasurer shall submit complete and accurate reports on Conference finances to the Executive Board and to the Annual Meeting. The Treasurer shall chair the Finance Committee of the Executive Board.

Section 3.6. The Executive Board may establish additional assistant positions to the offices of secretary and treasurer.

ARTICLE IV Executive Board

Section 4.1. Duties and Responsibilities of the Executive Board. The Executive Board shall coordinate and implement the common mission of the PSWC as developed and articulated by the Annual Meeting, this Constitution and Bylaws, and the mission planning processes of the PSWC and ECC. The Executive Board shall carry out its work with an integrity

and character consistent with Christian principles. Within this authority and in the course of its duties, the Executive Board shall

- a. be responsible for ensuring that the policies and decisions of the Annual Meeting are carried out;
- b. approve an agenda for each session of the Annual Meeting and recommend it to the Annual Meeting;
- c. approve a proposed annual budget for the PSWC and recommend it to the Annual Meeting;
- d. determine policies and procedures for the appointment and termination of PSWC staff, including establishment of salaries and other terms of employment of all employees of the PSWC;
- e. assign ex officio and advisor responsibilities for PSWC staff on boards, commissions, and committees consistent with other provisions in the Bylaws;
- f. delegate such responsibility for the administration of the PSWC as may be required by the temporary absence or temporary incapacity of an officer or staff member of the PSWC, unless otherwise specified in these Bylaws;
- g. approve the fiscal policy of the PSWC including any subsidiary corporations, institutions, its boards and commissions and any of its established ministries;
- h. approve the acquisition, encumbrance, and disposition of the property and assets of the PSWC;
- i. promote coordination among the PSWC, the ministries of the ECC, and the corporations and institutions of both;
- j. approve all salaries of those in service to the PSWC that are subject to the review and approval of the Executive Board;
- k. approve the salaries of the executive leader of any affiliated corporations or institutions;
- l. adopt a policy concerning insurance coverage and risk management practices for the PSWC;
- m. establish PSWC ministries;
- n. recommend the establishment of commissions to the Annual Meeting when needed to accomplish PSWC ministries;
- o. be known as the Board of Directors of the PSWC when law or legal instruments require action by the Board of Directors of the PSWC;
- p. comply with and be responsible for ensuring that the PSWC complies with all applicable laws;
- q. appoint members to fill unexpired terms on the Executive Board, commissions, and committees of the PSWC; and
- r. organize among itself committees necessary to accomplish its task.
- s. to hold in trust, when circumstances may require, or such service is requested, the assets of a member congregation of the PSWC or a congregation in the process of becoming a member congregation.
- t. perform other duties consistent with, and as set forth in these Bylaws.

Section 4.2. Composition, Selection and Term of the Executive Board.

- a. Number and Composition.
 - i. The Executive Board shall have at least ten, but not more than fifteen members elected by the Annual Meeting, as determined by the Annual Meeting upon recommendation of the Executive Board.
 - ii. The composition shall be reflective of the constituencies of the PSWC, particularly geographic and ethnic representation. No congregation shall have more than two elected members.
 - iii. At least one third of the elected members of the Executive Board shall be lay. At least one third of the elected members of the Executive Board shall be clergy.
 - iv. The Superintendent shall be an ex officio member of the Executive Board.
 - v. Each commission shall have one ex officio member from the Executive Board. The Executive Board may designate additional advisors from the Conference staff.
 - vi. The Executive Board shall consist only of persons who are regular members in good standing of PSWC member churches and the term of a serving member shall end immediately if such person is no longer a member of a member church.
- b. Resignation. In the event of the resignation of an Executive Board member, the Executive Board shall appoint a replacement to fill the unexpired term.
- c. Suspension
 - i. Upon the vote of three-fourths of the elected and ex-officio members of the Executive Board, a member of the Executive Board may, for cause as hereafter stated, be removed from the Executive Board, or

alternatively at the sole discretion of the Executive Board, if such member's term continues past the next Annual Meeting, suspend the Executive Board member until the next Annual Meeting.

- ii. If suspension occurs, the matter shall become a matter for action by the next Annual Meeting with such recommendation for action as the Executive Board shall in its sole judgment determine, including a recommendation that such member's term be ended or the suspension be lifted. The matter shall be determined by a majority vote of the Annual Meeting.
 - iii. An elected member of the Executive Board may be removed under this provision only for cause. Cause shall include but is not limited to failure to attend meetings or perform duties, unethical, immoral or criminal behavior, and practicing or advocating doctrine inconsistent with the teachings of the ECC.
 - iv. An elected member of the Executive Board shall be given reasonable notice and an opportunity to be heard before action shall be taken under this section by the Executive Board.
- d. Term of Office. Each member of the Executive Board shall be elected for a term of three years. Each term shall begin immediately following the Annual Meeting at which the member was elected. Terms shall be staggered in such a way that no more than one-third of the Executive Board is elected in any given year, except in the event of the removal, resignation, permanent incapacity, or death of a member. An elected member of the Executive Board shall not be elected for more than two consecutive three-year terms exclusive of an appointment to fill an unexpired term.

Section 4.3. Officers of the Executive Board. The Executive Board shall elect a chair, vice chair, secretary and treasurer from among its members. Each officer of the Executive Board shall be an elected member of the Executive Board.

Section 4.4. Meetings.

- a. The Executive Board shall hold at least three regular meetings in each calendar year. Notice of each regular meeting shall be sent to each member of the Executive Board at least thirty days in advance.
- b. The Executive Board may hold special meetings. A special meeting may be called upon the written approval of four elected members of the Executive Board, by the chair, or by the Superintendent. Notice of each special meeting shall be sent to each member of the Executive Board at least fourteen days in advance, except in emergencies.
- c. A majority of the elected and ex-officio members of the Executive Board shall constitute a quorum for any regular or special meeting of the Board or its committees.
- d. At any meeting, the Executive Board may hold executive sessions from which any or all advisors may be excluded.
- e. When the Executive Board is reviewing the performance or compensation of the Superintendent, the Executive Board shall exclude from its meeting all ex-officio members and all advisors.

Section 4.5. Liaisons from the Executive Board. The Executive Board shall appoint elected members of the Executive Board to serve as liaisons to and ex-officio members of the commissions of the Conference as stipulated in bylaw section 4.2 v. Each commission shall have only one ex officio member from the Executive Board. A member of the Executive Board may serve as liaison to only one commission.

Section 4.6. Standing Administrative Committees. The Executive Board shall have the following standing administrative committees: Finance and Personnel. Each standing administrative committee shall have four members who are elected members of the Executive Board and up to two additional members appointed by the Executive Board.

- a. Finance Committee. The Finance Committee shall
 - i. develop and recommend to the Executive Board policies concerning the financial governance of the PSWC;
 - ii. make recommendations concerning financial matters for which the Executive Board is responsible; and
 - iii. take any actions delegated to it by the Executive Board that can legally be delegated to it.
- b. Personnel Committee. The Personnel Committee shall
 - i. develop and recommend to the Executive Board policies concerning the employment, performance, and compensation of officers and employees of the PSWC;

- ii. review and make recommendations concerning the performance and compensation of the superintendent and other executive staff of the PSWC;
- iii. review and make recommendations concerning the compensation of any other persons whose compensation is required to be approved by the Executive Board; and
- iv. take any actions delegated to it by the Executive Board that can legally be delegated to it.

ARTICLE V PSWC Ministries

Section 5.1. The Executive Board, as the agent of the Annual Meeting, may establish and govern particular ministries to accomplish the mission of the PSWC.

Section 5.2. Standing Commissions.

- a. The Executive Board, upon approval of the Annual Meeting, may establish standing commissions to coordinate and make recommendations on PSWC ministries assigned to them. The Executive Board shall delineate the scope of the responsibilities for each commission.
- b. Each standing commission shall consist of at least five, but not more than nine members.
- c. The chair of the commission shall be an elected member of the Executive Board. The Executive Board shall appoint members to each commission for terms of two years, except as provided in the Bylaws. The Executive Board may appoint such ex-officio members and advisors as may be appropriate. No appointed member shall serve for more than three consecutive full terms.
- d. Each commission shall establish working rules and submit them to the Executive Board for approval, meet at least once a year, submit recommendations to the Executive Board, present reports to the meetings of the Executive Board, and present a written report to Annual Meeting.
- e. Each standing commission shall not exist for more than five years unless the Annual Meeting takes action to extend the life of a commission for another period not to exceed five years. A commission may be renewed an indefinite number of times. During the fifth year of a commission's term, it shall have opportunity to present a rationale to the Executive Board for its continuance or dissolution, which shall then make recommendation to the Annual Meeting.
- f. The list of standing commissions shall be kept current by the secretary and published annually.

Section 5.3. Special Commissions.

- a. The Annual Meeting or the Executive Board shall establish special commissions to coordinate, study, and make recommendations on matters assigned to them. A special commission shall be responsible to the body that established it.
- b. Each special commission shall be limited to a specific period of time, but may be extended by the body that established it.
- c. Each special commission shall consist of at least three members appointed by the Executive Board and any ex-officio members designated by the Executive Board.
- d. A list of the special commissions shall be kept current by the secretary and published annually.

Section 5.4. Permanent Commissions.

- a. The Annual Meeting may establish permanent commissions. These shall be identified in this article of the Bylaws, including responsibilities, composition, selection, and accountability.
- b. Nominating Commission
 - i. The Nominating Commission shall prepare the ballot for the Annual Meeting with at least one, but no more than two, nominees for each elected Executive Board position.
 - (a) One additional candidate may be nominated from the floor, for a maximum of three candidates per elected position. If more than one additional candidate is nominated from the floor, a vote shall be held among those so nominated. The nominee with the plurality of votes shall stand on the ballot along with the Nominating Commission nominee(s).

- (b) Voting shall be accomplished by written ballot. A majority vote shall be needed for election. In the event of more than two nominees where no majority is received, a runoff shall be held between the two candidates receiving the largest number of votes.
 - ii. The Nominating Commission shall make recommendations to the Executive Board for any appointed positions on boards or commissions to be filled.
 - iii. The Nominating Commission shall be appointed by the Executive Board. It shall consist of an Executive Board member as chair, two additional clergy members of the Conference, and two additional lay members of the Conference.
- c. Camping Commissions - North and South
- i. The Camping Commissions North and South are vested with full responsibility and authority for the management and operation of the properties, facilities, and operations of Mission Springs Conference Center, Scotts Valley, California, and Alpine Conference Center, Blue Jay, California. Responsibility and authority encompasses Trusteeship of all Mission Springs and Alpine resources, staff and facilities including:
 - (a) Financing and financial planning.
 - (b) Marketing.
 - (c) Operations and operational planning.
 - (d) Advancement, fund raising and public and church relations.
 - (e) Programming
 - (f) Encouraging and coordinating common utilization of resources between Mission Springs Conference Center and Alpine Conference Center.
 - ii. Membership of the Camping Commissions North and South shall consist of twelve (12) persons per Commission, including:
 - (a) Mission Springs Conference Center shall have up to nine (9) appointed members, seven (7) of which are regular members in good standing of a Conference Member Church located north of the Tehachapi Mountain Range, and two (2) of which shall have good standing with the Covenant Ministerium and/or serve on the staff of a Conference Member Church in a ministerial role.
 - (b) Mission Springs Conference Center shall have three (3) ex-officio members: The Conference Superintendent, who may grant proxy, the Executive Director of Camping - North, and an Executive Board member.
 - (c) Alpine Conference Center shall have up to nine (9) appointed members, seven (7) of which are regular members in good standing of a Conference Member Church located south of the Tehachapi Mountain Range, two (2) of which shall have good standing with the Covenant Ministerium and/or serve on the staff of a Conference Member Church in a ministerial role, and one of which shall be the Chairperson of Alpine Angels.
 - (d) Alpine Conference Center shall have three (3) ex-officio members: The PSWC Superintendent, who may grant proxy, the Executive Director of Camping - South, and an Executive Board Member.
 - (e) Any Commission Member of Camping North or Camping South who is not a regular member in good standing of a Conference Member Church shall not hold office.

ARTICLE VI Institutions, Corporations, and Associations

Section 6.1. Institutions and Corporations. Upon recommendation of the Executive Board, the Annual Meeting may establish institutions and corporations to help accomplish the mission of the Conference. These Bylaws shall be amended to add and include the name, purpose, matters requiring Executive Board approval, and matters requiring PSWC Annual Meeting approval, for each institution or corporation established.

Section 6.2 Associations. Associations are voluntary groups of individuals, congregations, and ministries united for the purpose of fellowship, encouragement, and the advancement of a specific mission. A group seeking to be recognized as an official association by the PSWC shall make a written request for approval by the Executive Board. The Executive Board may withdraw recognition of an association.

ARTICLE VII Amendments

Section 7.1. Proposed amendments shall be in harmony with the ECC Constitution and Bylaws.

Section 7.2. Amendments to these Bylaws may be proposed in the following ways.

- a. A delegate may introduce a proposed amendment to these Bylaws in writing at an Annual Meeting. Such proposed amendments cannot be acted upon until the next Annual Meeting.
- b. The Executive Board may propose an amendment to these Bylaws in writing at least 120 days prior to the Annual Meeting for action at that Annual Meeting. A delegate may forward a proposed amendment to the Executive Board prior to that time for Executive Board consideration.

Section 7.3. At least ninety days before the Annual Meeting when final action is to be taken on a proposed amendment to these Bylaws, the secretary shall send a copy of each proposed amendment to each congregation and shall cause the text of each proposed amendment to be published in an official print publication of the PSWC and in any electronic media that the PSWC regularly uses for communication with congregations and members of congregations.

Section 7.4. A proposed amendment shall be adopted upon the affirmative vote of two-thirds of the delegates present and voting at the Annual Meeting.

ARTICLE VIII Indemnification and Insurance

Section 8.1. As permitted or required by applicable law and as provided in these Bylaws, the PSWC shall indemnify and provide liability insurance for any person acting as an officer, director, employee, or agent of the ECC or of any corporation or other entity established by the ECC. The Executive Board of the ECC shall adopt such policies and take such actions as may be necessary to carry out the provisions of this article.

ARTICLE IX Fiscal Year

Section 9.1. The fiscal year shall be determined by the Annual Meeting upon recommendation of the Executive Board.

ARTICLE X Auditors

Section 10.1. The accounts of the PSWC shall be audited annually by a firm of certified public accountants and approved by the Executive Board.