

Bylaws of  
Pacific Southwest Mennonite Conference

Article I. Offices

Section 1.01 Name. The name of the corporation shall be PACIFIC SOUTHWEST MENNONITE CONFERENCE.

Section 1.02 Principal Office. The principal office of Pacific Southwest Mennonite Conference (hereafter "Conference") shall be located at 379 N. Campus Ave., Upland, CA 91786. The Board of Directors may change the address of the principal office. Any such change shall be noted in these Bylaws, but shall not constitute an amendment to these Bylaws.

Section 1.03 Affiliation. The Conference shall be a member of Mennonite Church USA, or its successor.

Article II. Members

Section 2.01 Eligibility. The Members of the Conference are churches. Member Churches are entitled to one voting delegate for each 25 members of the church or fraction thereof. Member Churches may be admitted by the Delegate Body, upon recommendation by the Board, upon application in the form prescribed by the Board.

Section 2.02 Rights and Duties. Memberships are non-assessable. Memberships may not be assigned. The Board shall maintain a record of Member Churches which shall be open to inspection by the representative of any Member Church during normal business hours at the principal office of the Conference, upon five days written notice to the Board stating the reason for the inspection. Member Churches of the Conference shall not be liable, solely because of

such Membership, for the debts of the Conference. The voting power of a Member Church is exercised by delegates designated by the Member Church. Each Member Church is entitled to one delegate for each twenty-five of its members, or fraction thereof. Such delegates shall be members of the Member Church. All ordained or licensed ministers, whose ministerial credentials have been recognized by the Conference, and who are under assignment to a Member Church, are voting delegates at meetings of Member Churches in addition to any voting delegates a Church may have by virtue of the number of its members.

Section 2.03 Termination. Any Church's membership shall terminate on the occurrence of any of the following: 1. voluntary resignation approved by a majority of the members of a Member Church, following a process consistent with Matthew 18:15-20 conducted by the officers of the Conference and the Member Church; 2. dissolution; 3. a vote by two-thirds of the Board to terminate the Membership after 90 days written notice to the Member Church of the Board's intention to so act, and ratification by the delegate body at the next meeting of delegates. The Board shall adopt and publish to the Member Churches a policy regarding termination of Memberships which shall be followed until amended by the Board, which amendments shall be published to the Member Churches 90 days prior to use of any changed provisions. Publication to the Member Churches shall be in writing distributed as provided in Section 2.05, and shall be deemed received when sent to the address of the Member Church on the official records of the Conference.

Section 2.04 Meetings. Meetings of the Member Churches shall be held at such place as may be determined by the Board from time to time. The Member Churches shall meet annually at a time

set by the Board, for purposes of electing Directors and transacting such other business as may properly come before the meetings. Notice of regular meetings shall be given as set out in Section 2.05 at least 30 days prior to the meeting. Special meetings of the Member Churches may be called by the Board and shall be called by the Board within 45 days upon written request by 25% or more of the Member Churches for the purposes set out in such request. Notice of such special meetings shall be sent to all Member Churches at least eight weeks prior to such meeting, and within seven days of receipt of the written request for such meeting specified above. Notice of a meeting may be waived in a writing signed by all Member Churches. All Member Churches entitled to votes at the time meeting notices are sent shall be entitled to vote at such meeting unless they have dissolved or voluntarily resigned. When approved by the Board, delegates may attend meetings of Member Churches by electronic means.

Section 2.05 Notices. Notices to Member Churches shall be in writing and, either posted electronically (with electronic notice to Member Churches to the address shown on the Conference records), or mailed by first class mail to the address shown on the Conference records, unless other methods of notice are provided in these Bylaws. The notice shall include the date, place and time of the meeting, list those matters to come before the meeting, and name any nominees for offices. Mailed notice is deemed given when mailed or sent. The transactions of any meeting, however called or noticed, shall be valid if, either before or after the meeting, all Member Churches sign a written waiver of notice, a consent to holding of the meeting, and a copy of the minutes of the meeting.

Section 2.06 Quorum. The delegates present at a duly noticed meeting of the Member Churches constitutes a quorum for the transaction of business. The quorum shall not be lost by the withdrawal of delegates prior to adjournment. Any meeting may be adjourned by a majority vote of the delegates present. There shall be no proxies.

Section 2.07 Ballots. Election of Directors shall be by written ballot. Any other vote may be by written ballot at the discretion of the Chairperson of the meeting, or upon request by five percent or more of the delegates present.

Section 2.08 Conduct of Meetings. The Moderator shall preside at meetings of the Member Churches. As directed by the Moderator, or in the Moderator's absence, the Moderator Elect shall preside. If the Moderator Elect is also absent, the Board shall appoint another person to preside. The Secretary of the Board shall act as Secretary of all delegate meetings of Member Churches. In the Secretary's absence the Chairperson of the meeting shall appoint a substitute. Robert's Rules of Order as amended from time to time shall govern the meetings of Member Churches to the extent they do not conflict with the Articles of Incorporation, these Bylaws or law. The Chairperson shall appoint a parliamentarian to advise the chairperson and tellers to receive and count ballot votes at any meeting of Member Churches.

### Article III. Board of Directors

Section 3.01 Number of Directors. The Conference shall have 10 Directors. The Directors shall constitute the Board of Directors ("Board" herein). The four officers of the conference, the three directors elected from regions and the chairperson of the Pastoral Leadership Committee are elected by the delegates as set out below. Additionally, the Board appoints one person from the

Full Circle Thrift Shop board and the Pacific Southwest Retreat Ministries, Inc. board as a director of PSMC. The position of appointed Directors becomes vacant if they cease to be a member of the board from which they were appointed.

Section 3.02 Qualifications. All Directors shall be members of Member Churches. If a Director ceases to be a member of a Member Church, his or her position becomes vacant. The Directors shall hold office for the term of two years, and until their successor is elected or appointed.

Directors may serve no more than three consecutive full elective or appointive terms in the same position. The Conference is divided into three geographic regions: the State of Arizona, Northern California and Southern California. Northern California is that part of the State of California north of a line drawn from Point Conception to the intersection of the thirty-fifth Parallel and Interstate 5 and thence easterly along the thirty-fifth parallel. Southern California is that part of the State of California south of such line.<sup>1</sup> Churches not located in California or Arizona applying for membership will be assigned by the Board, in consultation with the church, to one of the three regions as part of the membership process. Each of the three regions will be represented by a director who is a member of a Member Church of that region and is elected by the delegates to represent the region. In the event that one of these Directors ceases to be a member of a Member Church of the region from which they were elected their position becomes vacant.

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<sup>1</sup> The thirty-fifth parallel approximately follows a line connecting the intersection of Interstate 5 and State Route 99 with the point of intersection of California, Nevada and Arizona. It touches the south side of Mojave and is a few miles north of Barstow California. The line is angled south of the thirty-fifth parallel to properly align with the north-south inclinations of the coastal communities.

Section 3.03 Nomination. Nomination of Directors shall be in the manner prescribed by the Board from time to time. The method of nomination shall be published to the Member Churches.

Section 3.04 Election. Three regional Directors, the chairperson of the Pastoral Leadership Committee and the four officers, shall be elected at annual meetings of the Conference.

Delegates may cast one vote for each vacancy. There shall be no cumulative voting. The Board may designate certain nominees for certain vacancies. The persons receiving the highest number of votes for each vacancy are elected to the Board. Run-off elections shall be used to resolve ties. Directors shall serve without compensation. The Conference may reimburse Directors for actual expenses incurred in performing their duties. Appointed Directors shall be selected as provided above.

Section 3.05 Meetings. A regular meeting of the Board shall be held without notice on the dates and times set by the Board from time to time at such place as the Board may determine. Any officer or any two Directors may call a special meeting of the Board by giving personal notice to each other Director orally at least ten days before the special meeting or by giving written notice mailed fifteen days prior to the time scheduled for the special meeting. Such notice shall include the purpose of the meeting. The actions taken at any meeting of the Directors shall be valid without notice if, either before or after the meeting, all Directors sign a written waiver of notice, consent to the meeting, and the minutes of the meeting. The Moderator shall preside at meetings of the Board, or, in the Moderator's absence, the Moderator Elect shall preside. If the Moderator Elect is also absent, the Board shall designate a Chairperson. A majority of the Directors then serving constitute a quorum for the transaction of business. A majority of the

Directors present may adjourn a meeting to another time, with notice being given to Directors not present at the time of the adjournment. Such notice may be given in person or mailed ten days before the meeting. Meetings of the Board may be held through electronic means.

Section 3.06 Removal. The Board may remove a Director who has been declared of unsound mind by final order of a court, who has been convicted of a felony while serving on the Board, or who has failed to attend three consecutive meetings of the Board, by a vote of two-thirds or more of those Directors present at the meeting. The Board may, by a vote of two-thirds or more of the other Directors present at the meeting, remove a Director without cause. Notice of intention to move for such removal without cause must be given to all Directors in writing mailed two weeks prior to the time scheduled for the meeting at which such action is proposed to be taken. The Member Churches may remove a Director without cause by a two-thirds vote to do so of the delegates present at a special meeting of Member Churches called for that purpose as set out in section 2.04. Any such removal by the Member Churches shall disqualify a person from being a Director for a five year period.

Section 3.07 Resignation. A Director may resign by giving written notice to an officer of the Conference. Resignations shall be effective upon receipt, unless such resignation would leave the Conference with no Director, in which case it shall not be effective until another Director has taken office.

Section 3.08 Vacancies. Vacancies on the Board shall exist upon death, resignation or removal of a Director, upon a Director's ceasing to be a member of a Member Church, upon increase in the

authorized number of Directors or upon the failure of the Member Churches to fill a vacancy at an annual meeting. A majority of the Directors remaining in office, or the sole remaining Director, may fill such vacancies by appointment.

Section 3.09 Conference Minister. The Board shall employ an Executive Conference Minister who serves as Chief Executive Officer of the Conference, having supervision, direction and control of all its activities, subject to the control of the Board. The Conference Minister is hereby granted the right to vote or execute a proxy to vote shares of stock, bonds, debentures or other evidences of indebtedness of other corporations held by the Conference. The Conference Minister shall have such other duties as are assigned by the Board from time to time.

#### Article IV. Officers

Section 4.01 Number and Titles. The officers of the Conference shall be Moderator, Moderator Elect, Secretary, and Treasurer. The Moderator is the presiding officer of the Conference. Officers also serve as Directors, and are subject to the provisions of Article III of these Bylaws regarding Directors except as specifically altered in this Article IV. No person may hold more than one office. No more than two officers may reside in any one of the three regions described above in Article III. The officers shall be elected for two-year terms by the Delegates at the annual meeting. At the conclusion of his or her two-year term, the Moderator Elect becomes Moderator without further action by the members.

Section 4.02 Duties of the Moderator. The Moderator shall preside at all meetings of the Board or the Member Churches, The Moderator shall have such other and further duties as may be



required by law, these Bylaws, the Articles, or as may be assigned by the Board. The Moderator is a non-voting ex officio member of all committees of the Conference.

Section 4.03 Duties of the Moderator Elect. The Moderator Elect shall preside over meetings of the Board and the Member Churches in the Moderator's absence, and shall have such other duties as may be assigned by the Moderator from time to time. The Moderator Elect serves as Acting Moderator during the Moderator's incapacity, as determined by the Board.

Section 4.04 Duties of the Secretary. The Secretary shall keep, or cause to be kept, at the principal office of the Conference, minutes of the meetings of the Board and the Member Churches, and shall perform such other and further duties as may be required by law, these Bylaws, the Articles, or as may be assigned by the Board.

Section 4.05 Duties of the Treasurer. The Treasurer is the Chief Financial Officer of the Corporation. The Treasurer shall keep or cause to be kept adequate and accurate written books of account of the properties and business transactions of the Conference. The books of account shall be open to inspection by the Directors, or their designee, at all times. The Treasurer shall deposit all money and valuables received by the Conference in such depositories as may be designated by the Board in the name of and to the credit of the Conference. The treasurer shall disburse the funds of the Conference in accord with the instructions of the Board and shall render accounts of all such transactions and the financial condition of the Conference to the Board on a monthly basis. The Treasurer shall perform such other and further duties as may be required by law, these Bylaws, the Articles, or as may be assigned by the Board. The treasurer may be bonded at the

discretion of the Board. The Board may appoint assistant treasurers who are non-voting officers of the Conference.

Section 4.06 The Executive Committee. The elected Officers of the Conference form the Executive Committee. The Executive Committee shall have charge of the affairs of the Conference when the Board is not in session. The Moderator is chair of the Executive Committee. The actions of the Executive Committee shall be presented to the Board for ratification or nullification by a majority vote at the meeting of the Board following such action. The Executive Committee serves as the Personnel Committee. The Executive Conference Minister is responsible to the executive committee. All other paid staff persons of the Conference are responsible to the Executive Conference Minister. Hiring and retention of staff persons and setting of terms and conditions of employment shall be determined by the Board upon recommendation by the Personnel Committee.

#### Article V. Standing Committees

Section 5.01 Standing Committees. There shall be at least one Standing Committee of the Conference: the Pastoral Leadership Committee. At its discretion, the Board may appoint other Standing Committees from time to time to carry out specific work as defined by the Board. Standing Committees shall be chaired by a member of the Board, appointed by the Board and ratified by the Delegate Body. Each Standing Committee shall have three members in addition to the chairperson, one from each of the three regions of the Conference. Members of the Standing Committees are appointed by the Board for three year terms and confirmed by the Delegates at the annual meeting. The chair of the Pastoral Leadership Committee is elected by

the delegates at the annual meeting for a two-year term, and may serve a maximum of three consecutive two-year terms. Standing Committees may hold meetings by telephone or by other electronic means of communication, and the actions taken at such a meeting shall be valid if all members of the committee sign a copy of the minutes of the meeting.

Section 5.02 Pastoral Leadership Committee. The Pastoral Leadership Committee shall be available to churches and pastors in their church-pastor relationships, offering its counsel, support, and service in whatever ways may serve the best interests of all concerned. The Committee shall counsel with congregations seeking pastoral leadership and with pastors seeking to serve congregations. The Committee shall relate to all persons credentialed for ministry by the Committee.

In cooperation with congregations the Committee shall examine candidates for ministry, particularly in pastoral, chaplaincy and missionary service. The Committee shall, in its discretion and on behalf of the conference, grant credentials for ministry in accordance with denominational polity guidelines.

The Committee shall assist in ordinations, and in services marking the beginning of a person's ministry in a congregation. The Committee shall provide opportunity to pastors, and others credentialed for ministry, for personal growth and professional improvement. The Committee shall, on behalf of the Conference, manage issues of the discipline of persons credentialed for ministry, including revocation or non-renewal of licenses and ordinations.

## Article VI. Miscellaneous

Section 6.01 Amendments to the Bylaws. These Bylaws may be amended by the Board at any regular or special meeting of the Board, providing that notice of intention to move the amendment of the Bylaws has been given in writing to all Directors 14 days prior to the meeting by personal delivery or by sending such notice by first class mail or electronically. Such notice shall include the text of the proposed amendment. All amendments to the Bylaws must be presented to the Delegate Body for approval at the next meeting of Member Churches, and shall be valid until rejected or modified by the Delegates at such meeting.

Section 6.02 Notices. Unless otherwise stated in these Bylaws, any notice may be given orally or in writing. If provision is made for sending of notice by mail or electronically, that notice is deemed given at the time of sending to the address listed in the records of the Conference, postage prepaid. It is the responsibility of Member Churches to give written notice of change of address to the Secretary.

Section 6.03 Appointment of persons to church-wide positions. The Board may appoint persons to positions on church-wide bodies as representatives of the Conference, subject to ratification by the Delegate Body, and may reimburse such persons for the actual expenses incurred in such representation.

Section 6.04 Fiscal Year. The Fiscal Year of the Conference shall end June 30. The Board may change the fiscal year from time to time and such shall be noted in these Bylaws, but such change shall not constitute an amendment to these Bylaws.