

Proposed By-Law Changes
Mountain States Mennonite Conference (MSMC)
July 2009

The Leadership Board is proposing changes to the By-Laws to improve the organizational operation of MSMC. These changes are presented in accordance with MSMC current By-Laws: *These by-laws may be amended by a two-thirds (2/3) majority vote of the conference delegate body present at any duly called meeting, upon one (1) month's notice of the proposed amendments by mail or electronic media.* (MSMC By-Laws, Article VII) The proposed changes fall into three categories which are described below. A copy of the current By-Laws with proposed revisions follow.

1. Moderator Term. See Article III, Section 3. The By-Laws currently mandate a two year term for the Moderator: one year as Moderator Elect and one year as Moderator. This two year term is valuable for attracting people to a somewhat demanding volunteer task. In practice we have found that it is too short. One year as Moderator is just enough time to learn the job; not enough time to do anything. Rotating the Moderator each year makes institutional memory difficult and places considerable responsibility on the Conference Minister and staff to relate to a new Moderator each year.

Ideally a Moderator might remain in place for up to three years, which would require a four year commitment (including one year as Moderator Elect). A three year total term seems like a more reasonable and attractive commitment for a volunteer position. It also insures new ideas and direction in MSMC leadership at regular intervals. As a result, the Leadership Board proposes a three year term: one year as Moderator Elect and two years as Moderator.

2. Staff Appointment. See Article III, Section 4, B & C. MSMC was formed on the principle of Policy Governance in which the Leadership Board sets policy and direction, allowing conference staff to manage day to day operations. While this philosophy can be challenging in a small conference with limited staff, it is a good model to guide our work. As a result, the Leadership Board feels that staff, aside from the Conference Minister, should be appointed by the Conference Minister in conversation with the Leadership Board.
3. Treasurer. See Article III, Section 4, D. The Leadership Board has discussed the role of Treasurer on several occasions during the past three years. The By-Laws do not designate the Treasurer as a member of the Leadership Board. So how does the Treasurer fit into the conference structure? Is it a staff position focused on day to day operations, typically a paid position? Or is it a leadership / policy position, usually a volunteer role? The By-Laws do point to a "staff" position by providing for the Treasurer to be "accountable to the Leadership Board through the Conference Minister." But they also require that the Treasurer is a "volunteer position" and is to be "approved by the delegate body."

In practice for the past two years, the Leadership Board has made the Treasurer a “staff” position working under the direction of the Conference Minister to monitor the budget and keep financial records. We have also made it a four hour per week paid position. This might be described as a stipend since there are a considerable number of volunteer hours in addition to the paid.

To make the Treasurer position more in line with other “staff” positions, the Leadership Board proposes to delete language from the By-Laws which require the Treasurer to be a “volunteer position” and to be “approved by the delegate body.”

It is a fair question to wonder whether this important position controlling conference finances should be removed from direct delegate body approval. Practically, the delegate body exercises control through the Leadership Board who are elected. The By-Laws do currently and will continue to make the Treasurer accountable to the Leadership Board. Additionally, the Treasurer’s work gets considerable scrutiny regardless of pay or position. Both the Leadership Board and the Stewardship Council receive quarterly financial reports and oversee the budget. The Stewardship Council makes decisions regarding investment and use of foundational monies along with the Leadership Board. Finally, the work of the Treasurer is reviewed in a yearly audit. In short, we believe that there is adequate oversight of conference finances with and without the proposed change.

Jerry Martin
Moderator

*Approved by mailed vote of delegates December 2005 (vote tally finalized early 2006)
Amendments approved by delegates June 23, 2006 Delegate Assembly*

Mountain States Mennonite Conference

By-Laws

Preamble

The Mountain States Mennonite Conference is composed of Mennonite churches in the Rocky Mountain region of the United States. The vision of MSMC is to pursue God's dreams by the power of the Holy Spirit in the way of Jesus Christ.

Mission Statement

The Mountain States Mennonite Conference exists to encourage growth in Christian spirituality and faith, collaborate on mission activities, and conduct official functions as assigned by its member congregations and parent denomination.

ARTICLE I

Section 1. Name and Incorporation

The name of this organization shall be Mountain States Mennonite Conference and shall be incorporated as a non-profit organization under the laws of the State of Colorado.

Section 2. Affiliation

Mountain States Mennonite Conference shall be a member conference of Mennonite Church USA, Inc. and subscribes to the Confession of Faith in a Mennonite Perspective adopted by Mennonite Church USA in 1995. As a recognized regional conference of MC USA, Mountain States Mennonite Conference falls under relevant legal and tax structures of MC USA.

ARTICLE II

Membership

Section 1. Membership Composition

The initial membership of Mountain States Mennonite Conference shall consist of those churches in the Rocky Mountain region formerly affiliated with, and members in good standing of, the Western District Mennonite Conference and Rocky Mountain Mennonite Conference who wish to join Mountain States Mennonite Conference at its inception. Those congregations which initially join as Covenant members shall be recognized as charter members and will serve as the initial membership body of Mountain States Mennonite Conference. Those churches which initially join as Provisional members and decide to remain as a member within the first three (3) years of the inception of the conference, will also be recognized as charter members.

Section 2. Admission to Membership

A. Congregations, joining at the inception of Mountain States Mennonite Conference, shall be admitted as either Covenant members or Provisional members.

B. Thereafter, the Leadership Board shall oversee applications for admission of new churches, under procedures adopted by the delegate body of MSMC.

C. Upon completion of formal membership application by a church, a three-fourths (3/4) majority vote of the conference delegates present at a duly called meeting is required for admission.

Section 3. Membership Classification

A. "Covenant Member" status entitles congregations to full voting privileges, rights to full counsel in various discernment processes, and representation on various boards and committees.

B. "Provisional Member" status allows congregations to participate in conference activities to discern whether they want to become Covenant members of Mountain States Mennonite Conference. The option of Provisional membership will only be extended to congregations expressing interest in membership at the time of the inception of the conference and will be limited to a period of three (3) years. Provisional members will have all of the rights of Covenant member churches.

C. "Associate Member" status indicates that a congregation does not have voting privileges in delegate sessions, but will maintain representation in conference discernment processes and may be represented on conference boards and committees. Associate member congregations may regain Covenant member status through the discernment process outlined in Section 4. B.

D. "Non-member" status indicates that a member congregation has withdrawn from the conference or has lost all rights to formal participation and membership in the Mountain States Mennonite Conference by official action of the delegate body.

Section 4. Process of Membership Withdrawal or Change of Status

A. A congregation's membership status in MSMC may be changed after due deliberation, by a consensus process of decision-making. The consensus process is defined as:

1. An initial recommendation by the Leadership Board to the conference delegate body, after reasonable notice in writing to the member congregation regarding the recommendation and reasons therefore.
2. Dialogue among delegates and affected congregational members to share views and ideas regarding the recommendation.
3. Polling the delegates to assess response to the recommendation or any amendments thereto from the delegate body, with delegates responding in the following manner:
 - a. Agree with the recommendation
 - b. Agree with the recommendation with reservations
 - c. Disagree, but will acquiesce to the recommendation
 - d. Disagree
4. The assembly may choose to resume discussion following polling or may end discussion and make a decision any time ninety percent (90%) of the delegates choose

options a, b, or c outlined in Section 4. A. 3. Responsibility for ending discussion ultimately resides with the Leadership Board as expressed through their Chairperson.

5. If the Leadership Board disagrees about ending delegate discussion, the Leadership Board will adjourn to closed session and follow the consensus process outlined in Section 4. A. 3. until agreement is reached. Responsibility for ending discussion in the Leadership Board resides with the Board Chairperson.

B. If a Covenant Member congregation fails to be represented at two consecutive conference-wide meetings (annual Faith and Life Forums and annual delegate assemblies), the following steps will be taken:

1. A representative from the conference, designated by the Leadership Board, will initiate a dialogue of discernment regarding the congregation's interest in continued conference participation.

2. A report will be made to the Leadership Board which will then determine whether further dialogue with the affected congregation is needed or whether a recommendation needs to be made to the delegates at the next regular MSMC assembly.

3. Should a recommendation regarding the membership status of the affected congregation be necessary, the Leadership Board will be responsible to draft such a recommendation, in accordance with the procedures outlined in 4.A.1.

C. A congregation may request withdrawal from membership in MSMC at any time by a letter to the Leadership Board indicating their reasons. The Leadership Board may initiate a dialogue of discernment similar to that set out in 4.B.1 and 2 above, if such a process has not already been undertaken. If the member congregation still chooses to withdraw, their withdrawal will be reported to the member congregations in a timely fashion and formally accepted at the succeeding annual assembly of the delegate body.

ARTICLE III **Conference Organization**

Section 1. Conference Assemblies and Delegates

A. The final authority of MSMC shall be vested in the conference delegate body. MSMC shall establish at least one (1) duly called annual meeting, at a time, date and location set by the Leadership Board. The Moderator shall lead the Delegate sessions of the Conference Delegate Body.

B. The conference delegate body reserves for itself the right of final responsibility in all matters of policy, appointments, finances, or other matters relating to the function and conduct of MSMC, except as delegated between assemblies to its Boards and Committees.

C. Delegate meetings shall be considered "duly called" when:

1. They are announced by the Leadership Board at least one (1) month in advance of the meeting, by mail or electronic media to the member congregations.

2. The agenda as approved by the Leadership Board is distributed at least two (2) weeks prior to the date of the meeting, by mail or electronic media to the member congregations.

3. A supportive prayer network coterminous with the delegate session has been established in advance of the meeting by the Leadership Board.

D. Composition and Voting Privileges

1. Member congregations shall appoint delegates to annual MSMC assemblies based on the following formula:

- a. All ordained and licensed persons involved in active congregational ministry within member congregations shall be delegates.
- b. In addition, one delegate shall be appointed for every fifty (50) congregational members or portion thereof.
- c. Designation of each member congregation's delegates will be done in a manner specified by the Leadership Board.

2. Voting by proxy is not allowed. However, delegate action may be taken by written process, without a meeting, as provided by the Colorado non-profit law. The delegates appointed for the last MSMC assembly will be considered the delegates unless separately appointed by the member congregation.

E. Quorum

A quorum shall consist of those delegates present for any duly called meeting. A majority vote is needed to approve any action unless a different vote is specified by these Bylaws.

Section 2. Faith and Life Forum

A. Purpose

Foundational to our polity of relational accountability, member congregations of Mountain States Mennonite Conference shall participate in regular meetings for discernment of faith and life issues. The purpose of this body is not to make binding decisions, but to discern issues important to our faith and life in our home communities, the Rocky Mountain region, and throughout the world.

B. Composition

1. All ordained and/or licensed persons involved in active ministry shall be invited to attend.
2. Up to two (2) additional persons shall be appointed by each member congregation to represent the concerns of the congregation relative to the agenda of a particular Faith and Life Forum.

3. Representatives from various ministry groups within the conference may be invited by the Leadership Board to attend.
4. Guests and resource people may be invited by the Leadership Board to enhance the discernment and discussion of a particular Faith and Life Forum topic.
5. Non-participating observers from within or outside the membership of the conference will also be welcome.
6. A supportive network of prayer, coordinated by the Prayer Network Coordinator, shall function coterminously with the Forum.

C. Function and Frequency of Meeting

1. The Leadership Board shall appoint a moderator for each Faith and Life Forum skilled in the function of "worshipful work" and the disciplines of corporate spiritual discernment.
2. A primary value shall be the active participation of all representatives present.
3. While no decisions that are binding upon the delegate body shall be made at Faith and Life Forums, statements may be issued for counsel or study by congregations and conference leadership.
4. The Leadership Board shall establish a minimum of one (1) annual Faith and Life Forum. Additional forums may be called by the Leadership Board provided that one (1) month's notice of the meeting date is given to member congregations.
5. Costs for attendance at Faith and Life Forums shall be shared as equitably as possible among all participants.

Section 3. Leadership Board

A. Purpose

Between sessions of the conference delegate body, the Leadership Board shall function on behalf of the member congregations and their delegates in matters of establishing policy, legal decisions, Conference Minister oversight, and all other matters necessary and convenient to conference affairs, within the parameters established by these by-laws and except as exclusively reserved to the delegates.

B. Composition

1. Six (6) members drawn from the member congregations of the Mountain States Mennonite Conference. Four (4) of these members shall be appointed by the delegate body and two (2) by the Leadership Board.

2. One member approved by the delegate body shall be designated by the body as Moderator-Elect, and shall succeed the Moderator after one year and serve two years as Moderator.

Deleted: Two (2) members shall be approved annually by the conference delegate body for two (2) year terms. One (1) of the two (2) members approved by the delegate body shall be designated by that body as a Moderator-Elect. An additional member shall be appointed annually by the Leadership Board for a two (2) year term.

3. Leadership Board members, ~~except as designated in Section 3B(2),~~ shall serve a two (2) year term renewable for a second consecutive two (2) year term, by approval of the designated body for that appointment.

Deleted:

4. The Leadership Board shall appoint and approve persons to complete unexpired terms. Persons filling unexpired terms may be re-appointed by the designated body for that appointment, for up to two additional consecutive terms.

5. Conference staff shall participate in Leadership Board meetings as required by the agenda and requested by the Leadership Board. Conference staff shall not be voting members of the Leadership Board.

6. The Leadership Board shall elect a member of the Board to serve as Secretary to maintain required minutes and records of the Conference.

C. Function and Frequency of Meeting

1. The Leadership Board shall:

- a. Be accountable to the conference delegate body for its actions.
- b. Use a policy governance model.
- c. Insure that the decisions of the delegates are carried out between conference sessions.
- d. In conversation with the member congregations, articulate and promote a relevant vision for the conference.
- e. Approve the agenda for conference delegate assemblies.

2. The Leadership Board shall physically meet in a common location no less than once (1) per year and ordinarily no more than three (3) times per year. The Board may also conduct meetings by teleconference and take actions using electronic media without a meeting, by written consent, as permitted by law.

3. When Conference Representation on the Board of another organization, or some other formal representation, is invited by that organization and desired by MSMC, the Leadership Board will make the appropriate appointments and facilitate necessary reporting.

4. Quorum: A majority of current Board members shall constitute a quorum.

D. Leadership Board Chair

1. The Moderator-Elect shall succeed the Moderator ~~as outlined in Section 3.B (2),~~

Deleted: in the second (2) year of the Moderator-Elect's term.

2. The Moderator shall serve as Chairperson of the Leadership Board and shall lead the Delegate sessions of the Conference Delegate Body as described in III.1.A

Section 4. Conference Staff

Staff shall consist of both volunteer and salaried positions. Generally, expenses incurred in the exercise of these staff roles will be reimbursed by the conference regardless of whether the staff member is salaried or a volunteer.

A. Conference Minister

1. The Conference Minister shall be appointed by the delegate body of Mountain States Mennonite Conference upon recommendation by the Leadership Board.
2. The Conference Minister shall be accountable to the Leadership Board and be a salaried position.
3. The Leadership Board shall establish and maintain a relevant job description for the Conference Minister that reflects the vision and values of the conference while maintaining a reasonable workload.
4. The Leadership Board shall establish a Ministerial Council to support the work of the Conference Minister and assist him/her in matters related to the transition, support, and credentialing of pastoral leaders.
5. The Leadership Board shall approve a Covenant of Understanding with the Conference Minister that outlines such matters as (but not be limited to): periodic reviews, basis for remuneration including benefits, sabbatical policy, and a termination policy.
6. The Conference Minister shall meet annually with the Moderator and Treasurer to negotiate salary and benefits for the succeeding year, subject to final approval by the Leadership Board.

B. Conference Administrator

2. The Conference Administrator shall be appointed by the Conference Minister and confirmed by the Leadership Board.
3. The Conference Minister shall establish, with the approval of the Leadership Board, a job description for the Conference Administrator.

Deleted: 1. The Conference Administrator shall be appointed by the Leadership Board.¶

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C. Prayer Network Coordinator

1. The Prayer Network Coordinator shall be appointed by the Conference Minister and confirmed by the Leadership Board.
2. The Prayer Network Coordinator shall be accountable to the Conference Minister and is a volunteer position.
3. The Conference Minister shall establish, with the approval of the Leadership Board, a job description for the Prayer Network Coordinator.

D. Treasurer

1. The Treasurer shall be recommended by the Conference Minister and approved by the Leadership Board.

Deleted: Leadership Board

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2. The Treasurer shall be accountable to the Leadership Board through the Conference Minister.

Deleted: and is a volunteer position

3.

Deleted: The Treasurer shall serve a two (2) year term coterminous with the conference fiscal year and shall be approved by the delegate body on odd numbered years.

4. The Conference Minister shall establish, with the approval of the Leadership Board, a job description for the Treasurer.

5. The Leadership Board shall establish a Stewardship Council of no less than four (4) persons to support the work of the Treasurer and counsel him/her in matters related to finances and the physical assets of the conference.

6. The Treasurer and Stewardship Council shall serve as trustees of Rocky Mountain Mennonite Foundation and any succeeding foundations created by Mountain States Mennonite Conference.

Section 5. Ministry Groups

A. Foundational Ministries

1. Foundational ministry groups shall be established by the conference from time to time, as needed to carry out functions mandated by the member congregations of the conference or by denominational policy.

2. Current Foundational Ministry Groups are: Stewardship Council and Ministerial Council.

B. Passion Ministries

Ministries or activities may emerge from the individual passion and initiative of persons in Member Churches. Such Passion Ministries may be recognized by the Leadership Board as conference activities or ministries based on procedures and criterion established by the Leadership Board or, in the case of long-term ministries, by delegate action based on recommendation by the Leadership Board or a Faith and Life Forum.

ARTICLE IV **Mennonite Church USA Delegates**

Mountain States Mennonite Conference shall appoint one (1) person for every one thousand (1,000) members or fraction thereof to serve as its delegate to the biennial assemblies or other called delegate sessions of Mennonite Church USA, or such other number as provided by the Bylaws of Mennonite Church USA.

ARTICLE V **Fiscal Matters**

Section 1: Fiscal Year

The conference fiscal year shall be January 1 through December 31st of each year. The Treasurer, in conjunction with the Conference Minister, shall prepare an annual Spending and Contribution Plan for consideration by the Leadership Board and, upon recommendation of the Leadership Board, approval by the Delegate Body.

Section 2: Conveyances

All deeds, bills of sale, mortgages, deeds of trust and all instruments intended to convey or encumber any property of this corporation shall be signed and acknowledged on behalf of this corporation by the Treasurer and the conference Moderator. No real estate shall be conveyed or encumbered without the following occurrence: (1) unanimous approval is given by the Stewardship Council, (2) there is a three-fourths (3/4) approval of the Leadership Board, and (3) such action is reported at the next regularly scheduled meeting of the delegate body. The Leadership Board may seek at any time a vote of approval from the delegate body on matters of conveyance provided that at least one (1) month written or e-mail notice is given to the member churches. For passage, two-thirds (2/3) of the eligible delegates must approve of any action regarding conveyance.

Section 3: Financial Review

At the end of each fiscal year, the Leadership Board shall have the option to appoint a fiscal review committee consisting of one or two members other than the conference Treasurer. The committee shall review the conference books, records and financial statements as prepared by the Treasurer, and report its findings to the conference delegate body at the next annual meeting. The Leadership Board shall also have the option of requesting, at any time, an audit by an independent auditing firm.

ARTICLE VI

Dissolution

In the event of dissolution, the assets of Mountain States Mennonite Conference will be distributed to another organization organized and operated for a similar exempt purpose. If no such organization exists, the assets shall be distributed to Mennonite Church USA, or its successor, the non-profit parent organization of which Mountain States Mennonite Conference is a member.

ARTICLE VII

Amendments

These by-laws may be amended by a two-thirds (2/3) majority vote of the conference delegate body present at any duly called meeting, upon one (1) month's notice of the proposed amendments by mail or electronic media.

Approved by mailed vote of delegates December 2005 (vote tally finalized early 2006).
Amendments approved by delegates June 23, 2006 Delegate Assembly