

Illinois Mennonite Conference

CONSTITUTION & BYLAWS

The name of this organization shall be Illinois Mennonite Conference. It shall be a member of Mennonite Church USA. This conference ascribes to the Confession of Faith in a Mennonite Perspective adopted by Mennonite Church USA in 1995 and shall be incorporated as a non-profit organization under the laws of the state of Illinois. — *IMC Constitution, Article I*

Constitution originally adopted: April 5, 2008

Constitution amended: April 25, 2009 — Article XII

Constitution changed: April 20, 2012 — Article IV, Section 2

Illinois Mennonite Conference CONSTITUTION & BY-LAWS

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ARTICLE I — NAME, AFFILIATION AND INCORPORATION

The name of this organization shall be Illinois Mennonite Conference. It shall be a member of Mennonite Church USA. This conference ascribes to the Confession of Faith in a Mennonite Perspective adopted by Mennonite Church USA in 1995 and shall be incorporated as a non-profit organization under the laws of the state of Illinois.

ARTICLE II — MISSION AND FUNCTION

Illinois Mennonite Conference exists to promote our Christian faith, encourage and assist member congregations in collaborative witness and service activities, and conduct other official functions as assigned to it by its member congregations and parent denomination. To serve these ends, the following mission statement has been adopted: *Through our congregations and ministries, Illinois Mennonite Conference will speak and live God's reign.*

ARTICLE III — MEMBERSHIP

SECTION 1. QUALIFICATION AND ADMISSION.

Illinois Mennonite Conference (hereinafter referred to as IMC) shall be composed of congregations that meet the criteria hereinafter set forth and successfully complete the application process for membership established by the IMC governing board and approved by its delegate body.

SECTION 2. CRITERIA FOR MEMBERSHIP.

Congregations shall meet all of the following criteria to qualify for membership.

- A. Congregations shall ascribe to the Confession of Faith in a Mennonite Perspective.
- B. Congregations shall affirm the mission statement and core functions, values and disciplines of the IMC.
- C. Congregations shall commit themselves to support the IMC mission through regular participation, finances, and prayer.

SECTION 3. APPLICATION PROCESS.

The Missional Leadership Team shall establish a membership application process. A current description of the membership application process shall be maintained in a Conference Policy Manual. The names of qualifying congregations shall be submitted by the Missional Leadership Team to the Annual Delegate Meeting for approval by the delegates. Approval for membership shall be granted upon a favorable vote of not less than three-fourths (3/4) of the IMC delegate body present at a duly called meeting of member delegates.

SECTION 4. DELEGATES AND THE DELEGATE BODY.

Members of the IMC shall be represented by delegates selected by each congregation in accordance with the custom and practice of those congregations, and in compliance with the following provisions. The delegate body of the IMC shall be constituted as follows:

- A. Any ordained, licensed, or commissioned person of an IMC member congregation who holds a position of active congregational leadership shall be a delegate
- B. In addition to credentialed leaders, each congregation may appoint up to five (5) congregational members to serve as delegates.
- C. Each organization recognized by the Missional Leadership Team as a Conference Related Ministry may appoint one (1) representative to serve as a delegate at IMC assemblies.
- D. All members of the Missional Leadership Team (elected or appointed) shall be delegates.

SECTION 5. ANNUAL DELEGATE MEETINGS.

IMC shall hold a duly called annual delegate meeting at a date, time and place to be set by action of the Missional Leadership Team.

SECTION 6. SPECIAL DELEGATE MEETINGS.

In addition to the duly called annual delegate meeting, special meetings of IMC delegates may be called from time to time. The Missional Leadership Team may call a special meeting by a unanimous vote of all elected

and appointed MLT members, providing that sufficient time is allowed to meet the stipulations of a duly called meeting. A special meeting may also be called by member congregations when at least two-thirds (2/3) of IMC member congregations sign and submit to the Missional Leadership Team a request or requests to do so, provided that sufficient time is allowed to meet the stipulations of a duly called meeting.

SECTION 7. NOTICE OF MEETINGS OF DELEGATES.

Notice of the date, time and location of delegate meetings shall be posted on the IMC website and published in the official IMC newspaper at least thirty (30) days in advance of the meeting. Additionally, the agenda for the meeting shall be distributed to member congregations by postal or electronic mail at least two (2) weeks prior to the meeting.

SECTION 8. QUORUM.

Those delegates present for any duly called meeting of IMC delegates shall constitute a quorum for the transaction of business.

SECTION 9. VOTING.

Unless the act of a greater number is required by statute, this constitution and bylaws, or the articles of incorporation, a simple majority of those delegates in attendance shall be required for the approval of any action. Voting by proxy shall not be allowed.

SECTION 10. VOLUNTARY TERMINATION OF MEMBERSHIP.

A congregation may voluntarily withdraw from membership following conversation with IMC representatives by sending a letter to the Missional Leadership Team either requesting withdrawal from IMC or indicating the intention of the congregation to no longer support the IMC through shared faith, financial support and participation in the life of the conference. The Missional Leadership Team shall communicate the contents of the letter to delegates at the next meeting of delegates.

SECTION 11. INVOLUNTARY TERMINATION OF MEMBERSHIP.

The membership of a congregation may be terminated if the congregation no longer meets the criteria established by this constitution for congregational membership and it appears that there is no reasonable expectation that the criteria will thereafter be met. Upon such a finding, the Missional Leadership Team may instruct conference staff and/or other designees to enter into conversation with the affected congregation(s) regarding their membership. The Missional Leadership Team may also present a recommendation to the delegate body that a particular congregation be dismissed from membership. The delegates shall have the final authority to act upon such a recommendation at a duly called delegate meeting, but only upon at least a three-fourths (3/4) favorable vote of those delegates in attendance. At any meeting where such an action may be taken, the affected congregation(s) and their advocate(s) must be granted, if they so choose, an amount of time equal to one-half (1/2) of the time allotted for consideration of the applicable agenda item.

ARTICLE IV — MISSIONAL LEADERSHIP TEAM

SECTION 1. GENERAL POWERS.

The affairs of the IMC shall be managed or under the direction of the Missional Leadership Team except for those decisions which the delegate body expressly reserves for itself as indicated within this constitution. The primary functions of the Missional Leadership Team (hereinafter referred to as MLT) are:

- A. To effect the fulfillment of the stated ends of IMC member congregations as determined by their delegates,
- B. To insure that the actions of IMC congregations, personnel, and Conference Related Ministries function within the parameters of IMC stated limitations.

In compliance with the State of Illinois laws pertaining to non-profit corporations, the members of the MLT shall be deemed to be the Board of Directors of the Illinois Mennonite Conference.

SECTION 2. NUMBER AND TENURE OF ELECTED MEMBERS OF THE MLT.

The number of MLT members elected by the delegates shall be six. Each elected team member shall hold office for a term of three years and until his or her successor shall have been elected and qualified. Members may serve a maximum of ~~two~~ three consecutive full terms in addition to the balance of any unexpired term to

which they may have been appointed. *(This change was approved on April 20, 2012 by the delegate body at the 2012 Annual Assembly at East Bend Mennonite Church.)* Terms of all MLT members shall begin on July 1 in the year of their appointment and end on June 30 in the final year of their term.

SECTION 3. APPOINTMENT OF ADDITIONAL MEMBERS TO THE MLT.

The MLT may annually appoint one additional member to the MLT for a three year term. This action will typically be taken to attain a greater balance of gender, ethnicity, culture and/or expertise within the MLT.

SECTION 4. SELECTION OF NOMINEES FOR ELECTION TO THE MLT.

The Gifts Discernment Committee shall annually recommend to the delegate body two (2) persons for appointment to the MLT. It is intended that the composition of the MLT shall represent the ethnic and cultural diversity of the IMC. A Moderator Elect shall be named at the beginning of a Moderator's final year. After serving one year as Moderator Elect he/she shall serve as Moderator. Each spring the MLT shall have the option of appointing one additional member to the MLT for purposes of "*gender-racial-ethnic-cultural-age-geographic*" balance. All MLT terms begin on July 1 of their respective years.

SECTION 5. NOMINATION OF MLT MEMBERS BY DELEGATES.

In addition to the slate of nominees presented to the delegates by the Gift Discernment Committee, delegates at the annual delegate meeting may make nominations from the floor for persons to serve on the MLT provided that the nominee has previously given his or her consent to serve. If there are more nominees than the number of positions available, a ballot vote will be taken to choose the person(s) to fill the role(s).

SECTION 6. QUORUM.

A majority of the MLT shall constitute a quorum for the transaction of business at any meeting of the board.

SECTION 7. DECISION-MAKING.

When considering decisions other than those required by this constitution which may mandate a particular level of unanimity in order to reach a decision, the MLT shall determine the practice by which its meetings are conducted and decisions are made.

SECTION 8. VACANCIES.

The MLT, in consultation with the Gifts Discernment Committee, shall have the authority to appoint persons to fill the unexpired terms of members who resign, are removed, or are unable to complete the balance of their term.

SECTION 9. RESIGNATION AND REMOVAL OF MEMBERS OF THE MLT.

A member of the MLT may resign at any time upon written notice to the MLT. Termination of membership of a congregational member of the corporation shall automatically result in the termination of membership of any MLT member who is a member of that congregation. A member, or all of the members, of the MLT may be removed by a favorable vote of three-fourths (3/4) of the delegates present at any duly called meeting of conference delegates. At any meeting where such an action may be taken, the affected person(s) and their advocate(s) must be granted, if they so choose, an amount of time equal to one-half (1/2) of the time allotted for consideration of the applicable agenda item.

ARTICLE V — OFFICERS

SECTION 1. OFFICERS.

The officers of the Illinois Mennonite Conference shall consist of the following positions and shall constitute the legal requirements for officers of a non-profit organization incorporated under the laws of the State of Illinois. The officers shall be a moderator, a moderator-elect, a secretary and a treasurer. All officers shall be members of an IMC congregation.

SECTION 2. MODERATOR.

The moderator shall be a member of the MLT, shall chair the meetings of the MLT and all duly called delegate meetings of the IMC, shall assure the integrity and fulfillment of MLT processes and shall represent the MLT

and IMC to outside organizations. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation, the moderator shall perform the duties normally performed by the president of a not-for-profit corporation, and may execute for the corporation any contracts, deeds, mortgages, bonds, and other instruments which the Missional Leadership Team has authorized to be executed.

SECTION 3. MODERATOR-ELECT.

The moderator-elect shall be a member of the MLT and shall fulfill the functions of the moderator in his or her absence or at his or her behest. In addition, the moderator-elect shall perform the duties normally performed by the vice-president of a not-for-profit corporation.

SECTION 4. SECRETARY.

The secretary shall be a member of the MLT, and shall be appointed by the MLT from among its members. The Secretary shall arrange for a recording secretary of MLT meetings and shall provide for the keeping of the records of the proceedings of the MLT.

SECTION 5. TREASURER.

The treasurer shall not be a member of the MLT, but shall be appointed by the MLT. The treasurer shall be the principal accounting and financial officer of IMC, and shall have charge of and be responsible for the maintenance of adequate books of account and other duties pertaining to the office of treasurer as may be assigned to him or her from time to time. The treasurer shall serve on a financial advisory team. The Treasurer shall be accountable to the CEM.

ARTICLE VI — STAFF

SECTION 1. CONFERENCE EXECUTIVE MINISTER.

The Conference Executive Minister (hereinafter referred to as CEM) shall serve as the chief staff person of the IMC. The CEM shall be appointed by the MLT and affirmed by the IMC delegate body and is accountable to the MLT, shall act on behalf of the IMC in building, maintaining and overseeing the core functions, disciplines and values of the IMC within the limitations established by the MLT, shall insure the conduct of official functions as defined by IMC membership and/or Mennonite Church USA as the parent organization, and shall be responsible for the employment and supervision of all IMC staff, volunteers and contract providers.

SECTION 2. OTHER STAFF.

The CEM may, in its discretion, employ such additional staff as it shall determine to be necessary to carry out the corporate purposes, and they shall have such authority and perform such duties as may be prescribed by the MLT from time to time within the limitations established by the MLT.

ARTICLE VII — GIFTS DISCERNMENT COMMITTEE

SECTION 1. FUNCTION.

The Gifts Discernment Committee (hereafter referred to as the GDC) shall annually nominate to delegates two (2) persons for appointment to the MLT. In addition, the GDC shall consult with staff and the MLT to solicit persons for appointment to other committees and positions in the IMC.

SECTION 2. NUMBER, TENURE AND QUALIFICATIONS.

The GDC shall consist of three (3) persons, each serving a three (3) year term. Members may serve for two (2) consecutive terms in addition to any appointment to fulfill an unexpired term. GDC members shall be members in good standing of an IMC member congregation. Members of the MLT may not serve as members of the GDC.

SECTION 3. NOMINATION AND ELECTION.

One person shall be nominated annually by the MLT and upon delegate approval, shall serve a three (3) year term on the GDC. Delegates at a duly called annual assembly may nominate from the floor a person to serve

on the GDC provided that the nominee has previously given his or her consent to serve. If there are more nominees than the number of positions available, a ballot vote will be taken to choose the person to fill the position.

SECTION 4. VACANCIES.

The MLT may appoint a person to complete an unexpired term in the membership of the GDC.

ARTICLE VIII — CONFERENCE RELATED MINISTRIES

SECTION 1. DEFINITION.

Conference Related Ministries (hereinafter referred to as CRM) are independent ministry organizations whose values and procedures are compatible with those of IMC and who seek an affiliated relationship with IMC.

SECTION 2. PROCESS AND PRINCIPLES OF AFFILIATION

Policies and procedures for affiliation of independent organizations or groups shall be prepared by IMC staff and submitted to the MLT for approval. Staff shall also prepare and submit to the MLT a form of memorandum to be executed by each CRM delineating the responsibilities, privileges and tenure of each affiliation. The approved policies and procedure and memorandum shall be maintained in the IMC Conference Policy Manual.

SECTION 3. REPRESENTATIVE PARTICIPATION IN IMC

A CRM shall be entitled to one (1) representative delegate at any duly called meeting of IMC.

SECTION 4. VOLUNTARY TERMINATION OF AFFILIATION.

A CRM affiliation may be voluntarily terminated by mutual agreement between the CRM and Conference Executive Minister.

SECTION 5. INVOLUNTARY TERMINATION OF AFFILIATION.

A CRM affiliation may be involuntarily terminated with or without cause either by a unanimous vote of the MLT or by a three-fourths (3/4) favorable vote of the IMC delegate body at any duly called meeting of the delegates. In either case, the Conference Executive Minister shall notify the CRM in writing of the action to terminate.

ARTICLE IX — FISCAL MATTERS

SECTION 1. FISCAL YEAR.

The Fiscal Year of IMC shall begin on February 1 and end on January 31.

SECTION 2. CONVEYANCES.

The MLT shall have full power and authority to authorize the sale or encumbrance of any or all of the assets of the IMC, provided that no asset shall be conveyed or encumbered without both the unanimous approval of a financial advisory team and the unanimous approval of the MLT. All deeds, bills of sale, mortgages, deeds of trust and all instruments intended to convey or encumber any property of this conference shall be signed and acknowledged on behalf of this conference by the Moderator and the Treasurer. Any such action shall be reported to the delegates at the next regularly scheduled meeting of the delegate body.

ARTICLE X — DISSOLUTION

In the event of dissolution, all Illinois Mennonite Conference property and assets will be distributed to one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, according to the following priority:

- A. Distribution of all assets shall be made to any succeeding organization whose intentions and function within Mennonite Church USA or its successor is similar to those of Illinois Mennonite Conference.

- B. If no such succeeding organization is present upon dissolution, all IMC property shall be distributed to Mennonite Church USA or its successor as the parent organization of Illinois Mennonite Conference.

ARTICLE XI — AMENDMENTS TO THIS CONSTITUTION

This constitution may be amended by a three-fourths (3/4) favorable vote of the IMC delegate body present at any duly called meeting provided that the proposed amendment(s) have been distributed to member congregations at least thirty (30) days prior to the date on which the action will be taken.

ARTICLE XII — CHURCH LIFE TEAM

This article was added to the IMC Constitution by the Delegate Body of the IMC Annual Assembly, April 25, 2009 at Libertyville, IL.

SECTION 1. FUNCTION.

The Church Life Team (hereafter referred to as the CLT) is designed to provide assistance to the Conference Minister of IMC regarding issues of credentialing pastors and of congregational health. The CLT will also provide emotional and spiritual support to the conference ministers.

Specifically, the Church Life Team will:

- Interview and make decisions regarding ministerial credentials of candidates recommended by their congregations.
- Plan and implement an annual Congregational Leaders Workshop. This workshop is designed to provide an educational experience for congregational leaders around a topic of interest or concern to congregational leaders or to the conference.
- Plan an event to express appreciation and support for the pastors of the conference.
- Hear the concerns and dreams of the CM and provide a venue for conversation and decisions regarding issues of congregational health, purpose, and direction.
- Pray together as a Team regarding their agenda and work.
- Pray for the Pastors and congregations of IMC.
- Pray for the Conference Minister (CM).

SECTION 2. NUMBER, TENURE AND QUALIFICATIONS.

The Church Life Team (or teams) shall consist of 4 members plus the Conference Minister. These members will serve for a three-year term, with the possibility of serving a total of two terms. Terms will begin July 1 of the year they are appointed. They shall choose their own Chairperson and secretary from among the members.

Each Associate CM will have a CLT with which to work. Not every CLT will plan the events described above.

SECTION 3. APPOINTMENTS & AFFIRMATIONS.

CLT members are appointed by the Conference Minister in response to the nominations of the Gifts Discernment Committee. All appointments will be affirmed by the MLT and the Delegates at the Annual Assembly.

SECTION 4. VACANCIES.

The CEM may appoint a person to complete an unexpired term in the membership of the CLT.

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