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**AMENDED AND RESTATED  
CONSTITUTION AND BYLAWS  
OF  
THE CHRISTIAN AND MISSIONARY ALLIANCE**  
(herein referred to as “Bylaws”)

**PREAMBLE**

**T**he Christian and Missionary Alliance in the years since its founding has, under God, extended its ministry throughout the world. The Christian and Missionary Alliance supports and is governed under the biblical principle of constituted authority. The Amended and Restated Constitution and Bylaws that follow, adopted by the General Council, define the constituent elements of The Christian and Missionary Alliance and provide the necessary legislation for its ministries, the election of its officers and Board of Directors, and its administration.

**ARTICLE I  
STATEMENT OF FAITH**

**Section 1.1.** There is one God<sup>1</sup>, who is infinitely perfect<sup>2</sup>, existing eternally in three persons: Father, Son, and Holy Spirit.<sup>3</sup> (<sup>1</sup>Deuteronomy 6:4, <sup>2</sup>Matthew 5:48, <sup>3</sup>Matthew 28:19)

**Section 1.2.** Jesus Christ is true God and true man.<sup>4</sup> He was conceived by the Holy Spirit and born of the Virgin Mary.<sup>5</sup> He died upon the cross, the Just for the unjust,<sup>6</sup> as a substitutionary sacrifice,<sup>7</sup> and all who believe in Him are justified on the ground of His shed blood.<sup>8</sup> He arose from the dead according to the Scriptures.<sup>9</sup> He is now at the right hand of the Majesty on high as our great High Priest.<sup>10</sup> He will come again to establish His Kingdom of righteousness and peace.<sup>11</sup> (<sup>4</sup>Philippians 2:6–11, <sup>5</sup>Luke 1:34–38, <sup>6</sup>1 Peter 3:18, <sup>7</sup>Hebrews 2:9, <sup>8</sup>Romans 5:9, <sup>9</sup>Acts 2:23–24, <sup>10</sup>Hebrews 8:1, <sup>11</sup>Matthew 26:64)

**Section 1.3.** The Holy Spirit is a divine person,<sup>12</sup> sent to indwell, guide, teach, empower the believer,<sup>13</sup> and convince the world of sin, of righteousness, and of judgment.<sup>14</sup> (<sup>12</sup>John 14:15–18, <sup>13</sup>John 16:13 and Acts 1:8, <sup>14</sup>John 16:7–11)

**Section 1.4.** The Old and New Testaments, inerrant as originally given, were verbally inspired by God and are a complete revelation of His will for the salvation of men. They constitute the divine and only rule of Christian faith and practice.<sup>15</sup> (<sup>15</sup>2 Peter 1:20–21 and 2 Timothy 3:15–16)

**Section 1.5.** Man was originally created in the image and likeness of God:<sup>16</sup> he fell through disobedience, incurring thereby both physical and spiritual death. All men are born with a sinful nature,<sup>17</sup> are separated from the life of God, and can be saved only through the atoning work of the Lord Jesus Christ.<sup>18</sup> The portion of the impenitent and unbelieving is existence

forever in conscious torment;<sup>19</sup> and that of the believer, in everlasting joy and bliss.<sup>20</sup> (<sup>16</sup>Genesis 1:27, <sup>17</sup>Romans 3:23, <sup>18</sup>1 Corinthians 15:20–23, <sup>19</sup>Revelation 21:8, <sup>20</sup>Revelation 21:1–4)

**Section 1.6.** Salvation has been provided through Jesus Christ for all men; and those who repent and believe in Him are born again of the Holy Spirit, receive the gift of eternal life, and become the children of God.<sup>21</sup> (<sup>21</sup>Titus 3:4–7)

**Section 1.7.** It is the will of God that each believer should be filled with the Holy Spirit and be sanctified wholly,<sup>22</sup> being separated from sin and the world and fully dedicated to the will of God, thereby receiving power for holy living and effective service.<sup>23</sup> This is both a crisis and a progressive experience wrought in the life of the believer subsequent to conversion.<sup>24</sup> (<sup>22</sup>1 Thessalonians 5:23, <sup>23</sup>Acts 1:8, <sup>24</sup>Romans 6:1–14)

**Section 1.8.** Provision is made in the redemptive work of the Lord Jesus Christ for the healing of the mortal body.<sup>25</sup> Prayer for the sick and anointing with oil are taught in the Scriptures and are privileges for the Church in this present age.<sup>26</sup> (<sup>25</sup>Matthew 8:16–17, <sup>26</sup>James 5:13–16)

**Section 1.9.** The Church consists of all those who believe on the Lord Jesus Christ, are redeemed through His blood, and are born again of the Holy Spirit. Christ is the Head of the Body, the Church,<sup>27</sup> which has been commissioned by Him to go into all the world as a witness, preaching the gospel to all nations.<sup>28</sup>

The local church is a body of believers in Christ who are joined together for the worship of God, for edification through the Word of God, for prayer, fellowship, the proclamation of the gospel, and observance of the ordinances of Baptism and the Lord's Supper.<sup>29</sup> (<sup>27</sup>Ephesians 1:22–23, <sup>28</sup>Matthew 28:19–20, <sup>29</sup>Acts 2:41–47)

**Section 1.10.** There shall be a bodily resurrection of the just and of the unjust; for the former, a resurrection unto life;<sup>30</sup> for the latter, a resurrection unto judgment.<sup>31</sup> (<sup>30</sup>1 Corinthians 15:20–23, <sup>31</sup>John 5:28–29)

**Section 1.11.** The Second Coming of the Lord Jesus Christ is imminent<sup>32</sup> and will be personal, visible, and premillennial.<sup>33</sup> This is the believer's blessed hope and is a vital truth which is an incentive to holy living and faithful service.<sup>34</sup> (<sup>32</sup>Hebrews 10:37, <sup>33</sup>Luke 21:27, <sup>34</sup>Titus 2:11–14)

## ARTICLE II OBJECTIVES

The Christian and Missionary Alliance is committed to world missions, stressing the fullness of Christ in personal experience, building the Church, and preaching the gospel to the ends of the earth, to be accomplished through the following objectives:

- a. To proclaim the truth of God's Word and to disciple people of all nations, particularly

where Christ has not been named, emphasizing the Lordship of Jesus Christ and the person and work of the Holy Spirit, and looking for the coming of the Lord.

- b. To establish and nurture churches related in fellowship with The Christian and Missionary Alliance around the world, dedicated to evangelism and missions.
- c. To establish accredited churches throughout the United States, Puerto Rico, and the Bahamas.
- d. To teach and train believers for the work of the ministry of Christ.
- e. To provide fellowship for individual believers of kindred spirit with one another without affecting their denominational relations.
- f. To encourage the cooperation of such evangelical groups of churches or Christians as may be disposed to send their missionaries under the Board of Directors and contribute their missionary offerings through The Christian and Missionary Alliance.

The foregoing objectives shall be carried out principally by the following various ministerial elements of The Christian and Missionary Alliance: (1) accredited churches, districts, and affiliated churches of The Christian and Missionary Alliance located in the United States, Puerto Rico, and the Bahamas; (2) other worldwide ministries of The Christian and Missionary Alliance; (3) publication and education ministries of The Christian and Missionary Alliance; and (4) such other enterprises and ministries as may be authorized by the Board of Directors. The foregoing list of ministerial elements is intended to provide an overview of the ministry of the denomination as a whole and of the various entities affiliated with the denomination. It is not intended to describe any legal relationship between or among the various elements and the denomination, nor is it intended to describe the responsibilities of any of the various elements.

### **ARTICLE III CHURCHES AND DISTRICTS**

**Section 3.1. Accredited Churches.** The term “accredited church,” as used in these Bylaws, means a corporation or unincorporated association that (a) is comprised of a group of Christians who join together in consultation and cooperation with a district of The Christian and Missionary Alliance, (b) is governed by the particular church constitution promulgated and amended from time to time by The Christian and Missionary Alliance for use by such church group, and under which constitution its members elect the church governance authority members, officers, and, if required by law, trustees, and (c) remains subject to and abides by the purposes, usages, doctrines, and teachings of The Christian and Missionary Alliance.

**Section 3.2. Developing Churches.** The term “developing church” as used in these Bylaws means a corporation or unincorporated association that (a) is a new church that is in the first few years of development and has not yet met the standards for accreditation or become

accredited, or (b) has been accredited in the past but for one or more reasons is failing to meet the minimal standards of an accredited church as has been determined by the District Executive Committee of the district to which the church is related, and (c) is governed by the Guidelines for Developing Churches of The Christian and Missionary Alliance as adopted by National Church Ministries and applied according to state law in the district to which the church is related.

**Section 3.3. Districts.** The term “district,” as used in these Bylaws, means a corporation or an intercultural association functioning as a district within the appropriate division of The Christian and Missionary Alliance that (a) has been designated by The Christian and Missionary Alliance as a district thereof, (b) is governed by the particular district constitution promulgated and amended from time to time by The Christian and Missionary Alliance for use by such district, and (c) remains subject to and abides by the purposes, usages, doctrines, and teachings of The Christian and Missionary Alliance.

#### ARTICLE IV OFFICES

**Section 4.1. Business Offices.** The principal office of The Christian and Missionary Alliance shall be located in Colorado Springs, Colorado. The Christian and Missionary Alliance may have such other offices, either within or outside Colorado, as the Board of Directors may from time to time designate.

**Section 4.2. Registered Office.** The registered office of The Christian and Missionary Alliance required by the Colorado Nonprofit Corporation Act to be maintained in Colorado may be, but need not be, the same as the principal office if in Colorado, and the address of the registered agent may be changed from time to time by the Board of Directors.

#### ARTICLE V MEMBERS

**Section 5.1. Classification, Qualification, Privileges, and Election of Members.** The Christian and Missionary Alliance shall have the following classes of voting and nonvoting members, each requiring the qualifications and having the voting and other rights and privileges set forth below. Whenever the term “members” is used herein in reference to the membership of The Christian and Missionary Alliance, it shall refer to all members of every class unless further clarified or unless the context otherwise requires.

- a. **General Members.** A person shall be a general member if such person is either (1) a member in good standing of an accredited church of The Christian and Missionary Alliance, or (2) a person to whom a license has been issued by the Board of Directors or a district of The Christian and Missionary Alliance, and such person shall continue to be a general member only so long as he/she continues to satisfy (1) or (2) above. Unless also an accredited member as described in Section b below, a general member shall not be entitled to vote on any matter submitted to a vote of the members of The Christian and

Missionary Alliance, nor shall such general member have the right to debate with respect to any matter considered or voted upon by the members of The Christian and Missionary Alliance.

- b. **Accredited Members.** A general member shall become an accredited member automatically and without further action on the part of The Christian and Missionary Alliance or on the part of the member upon certification of such person as an accredited delegate to the General Council by the corporate secretary in accordance with Section 6.3 of these Bylaws, and such person shall continue to be an accredited member only so long as such person's status as an accredited delegate continues. No person shall be an accredited member of The Christian and Missionary Alliance who is not then an accredited delegate to the General Council. Each accredited member shall be entitled to one vote on each matter submitted to a vote of the members of The Christian and Missionary Alliance.

**Section 5.2. Termination of Membership.** The membership of any general member shall terminate automatically and without further action on the part of The Christian and Missionary Alliance if such general member ceases to satisfy the requirements of Section 5.1a for any reason whatsoever. The accredited membership status of any accredited member shall terminate automatically and without further action on the part of The Christian and Missionary Alliance if such accredited member ceases to be an accredited delegate to the General Council for any reason whatsoever, including, but not limited to, the expiration of such person's term as an accredited delegate to the General Council in the manner set forth in Section 6.3 of these Bylaws.

**Section 5.3. Transfer of Membership; Ownership Interests of Members.** Membership in The Christian and Missionary Alliance is nontransferable between individuals. Members of The Christian and Missionary Alliance shall have no ownership rights or beneficial interests of any kind in the assets or properties of The Christian and Missionary Alliance.

**Section 5.4. Meetings of Members.** The terms "accredited members" and "accredited delegates" are used herein interchangeably and shall have the same meaning unless the context otherwise requires. The regular meeting of the General Council shall be held biennially and shall constitute the regular meeting of the members, and special meetings of the General Council shall constitute special meetings of the members. All actions taken by accredited delegates at meetings of the General Council shall be deemed to be actions taken by and on behalf of all the members of The Christian and Missionary Alliance.

## ARTICLE VI GENERAL COUNCIL

**Section 6.1. Role and Purpose of General Council.** Acknowledging Christ as Head of the Church and Scripture as the ultimate authority, General Council, representative of the entire membership, is the highest governing body of The Christian and Missionary Alliance. When General Council convenes, attention will be given to the following functions:

- a. Advancing the mission and vision of The Christian and Missionary Alliance.
- b. Evaluating the progress of the ministries of The Christian and Missionary Alliance.
- c. Electing officers, transacting business, and enacting denominational policies.
- d. Providing opportunities for worship, fellowship, spiritual renewal, inspiration to greater service, and the development of ministry skills.

**Section 6.2. Basis of Representation to the General Council.** There shall be two types of delegates to the General Council: “accredited delegates” and “corresponding delegates.”

- a. **Accredited Delegates.** Those eligible to be accredited delegates shall be limited to the following individuals:
  - (1) All persons holding an official worker license issued by proper authorities, licensed lay pastors in good standing who are currently fulfilling pastoral assignments, all members of the Board of Directors, and such others as the Board of Directors may designate, including, but not limited to, (a) the principal officer of each subsidiary or affiliated enterprise, and (b) lay members of special committees of the General Council who may not have been otherwise appointed.
  - (2) The principal officer of each postsecondary educational institution of The Christian and Missionary Alliance (as that term is defined in the regulations of the Office of Higher Education of The Christian and Missionary Alliance). Each postsecondary educational institution shall be permitted two additional delegates who are general members of The Christian and Missionary Alliance, one of whom must be selected from the teaching faculty.
  - (3) Two lay delegates from each accredited church of The Christian and Missionary Alliance. If the voting membership (as reported in the most recent annual report of the church) is 150 or more, another lay delegate may be sent for each additional 100 voting members or fraction thereof. For example, if the voting membership of an accredited church is between 150 and 249, the church may send one additional lay delegate; if the voting membership is between 250 and 349, the church may send two additional lay delegates. The church shall appoint and certify lay delegates as specified in the local church bylaws.
  - (4) The national officers (director, assistant director, secretary, treasurer) of C&MA Men’s Ministry and Alliance Women Ministries.
  - (5) The district directors of C&MA Men’s Ministry and Alliance Women Ministries, and lay members of District Executive Committees.
  - (6) All retired or disabled missionaries and U.S. official workers whose names appear in the directory of official workers.

- b. **Corresponding Delegates.** The following persons shall be eligible for admission to the General Council as corresponding delegates:
- (1) On recommendation of the corporate secretary, any general member of The Christian and Missionary Alliance attending the General Council as a visitor may be admitted as a corresponding delegate by the affirmative vote of not less than two-thirds of the accredited delegates who are registered at the General Council and entitled to vote.
  - (2) A representative of any national church who is in a working relationship with International Ministries of The Christian and Missionary Alliance who has been appointed by his/her national church and approved by International Ministries.
  - (3) Any representative of an affiliated church (as defined in the Uniform Constitution for Districts) or other nonaccredited church who is designated by the district of The Christian and Missionary Alliance with which such church is associated.
  - (4) Such representatives of other organizations as the Board of Directors may invite as corresponding delegates.

### **Section 6.3. Accreditation of Accredited Delegates.**

- a. **Credentialing.** The corporate secretary of The Christian and Missionary Alliance shall be responsible for the accreditation, in the manner set forth in this Section 6.3, of all persons seeking to attend the regular meeting of the General Council as accredited delegates. All challenges to and appeals of the accreditation decisions of the corporate secretary shall be resolved by the Committee on Rules. The decision of the Committee on Rules shall be final and binding on all parties.
- b. **Initial Accreditation Report.** Immediately prior to the convening of the regular meeting of the General Council, the corporate secretary shall submit an initial accreditation report (the "Initial Accreditation Report") to the presiding officer of the General Council listing all persons whose credentials have been found to be in order by the corporate secretary. Upon submission of the Initial Accreditation Report and without action on the part of the members of The Christian and Missionary Alliance, the following shall occur simultaneously: (1) unless accredited pursuant to item 2 below, the status as accredited delegates of all persons who were accredited delegates to the previous General Council shall automatically and immediately terminate, and (2) all persons listed in the Initial Accreditation Report shall automatically and immediately become accredited delegates to the current regular meeting of the General Council.
- c. **Subsequent Accreditation Reports.** Immediately prior to each session of the regular meeting of the General Council (other than the first session for which the Initial Accreditation Report is submitted and except for sessions occurring after the session at which the Final Accreditation Report is submitted as provided in Section d below), the corporate secretary shall submit a subsequent accreditation report (a "Subsequent Accreditation Report") listing all persons whose credentials have been found to be in

order by corporate secretary but who were not listed in the Initial Accreditation Report. Upon submission of each Subsequent Accreditation Report and without action on the part of the members of The Christian and Missionary Alliance, all persons listed therein shall automatically and immediately become accredited delegates to the current regular meeting of the General Council.

- d. **Final Accreditation Report.** Immediately prior to the session of the regular meeting of the General Council at which members of the Board of Directors or officers of The Christian and Missionary Alliance are elected, the corporate secretary shall submit a final accreditation report (the "Final Accreditation Report") listing all persons whose credentials have been found to be in order by the corporate secretary as of the close of the immediately prior session but who were not previously listed in the Initial Accreditation Report or in any Subsequent Accreditation Report. Upon submission of the Final Accreditation Report and without action on the part of the members of The Christian and Missionary Alliance, all persons listed therein shall automatically and immediately become accredited delegates to the current regular meeting of the General Council.
- e. **Special Meetings of the General Council.** All persons accredited under Sections b, c, or d above shall continue to serve as accredited delegates for purposes of any meeting of the General Council or otherwise until new delegates have been accredited pursuant to the submission of the Initial Accreditation Report at the next regular meeting of the General Council.
- f. **Posting of Accreditation Reports.** The Initial Accreditation Report, each Subsequent Accreditation Report, and the Final Accreditation Report shall be posted or otherwise made available in such manner as to allow those persons eligible to serve as accredited delegates to confirm their proper accreditation.

**Section 6.4. Voting Rights.** Each accredited delegate shall be entitled to one vote on each matter submitted to a vote of the General Council. Corresponding delegates shall not be entitled to vote, nor shall corresponding delegates have the right to debate.

**Section 6.5. General Council Registration Fee.** All accredited delegates and corresponding delegates to the regular meeting of the General Council shall pay a registration fee, the amount of which is to be determined by the Board of Directors.

**Section 6.6. Meetings of the General Council.**

- a. **Regular Meeting.** The Board of Directors shall determine the location, date, and time of the regular meeting of the General Council in accordance with the Special Rules of Order of the General Council governing such determinations.
- b. **Special Meetings.** Special meetings of the General Council may be called for any purpose by the Board of Directors or by the president of The Christian and Missionary Alliance and shall be called by the president of The Christian and Missionary Alliance

upon the request of at least a majority of the accredited delegates. Special meetings of the General Council shall be held at such time and at such place as set forth in the notice of special meeting.

### **Section 6.7. Notice of Meetings.**

- a. **Regular Meeting.** Notice of the regular meeting of the General Council stating the location, date, and time of the meeting (as determined by the Board of Directors in accordance with Section 6.6) shall be given by the corporate secretary to the members of the corporation in such manner as is in compliance with the provisions of the Colorado Revised Nonprofit Corporation Act. Such notice shall include one printing in an official denominational publication and inclusion in at least one mailing to official workers and to accredited churches. Other forms of notice may be used in addition to these and need not be in writing.
- b. **Special Meetings.** Notice of special meetings of the General Council stating the location, date, and time of the meeting and the purpose or purposes for which the meeting has been called shall be given to each accredited delegate either (1) at least ten days prior thereto by the mailing of written notice by first class, certified, or registered mail to such delegate's address (as such address appears in the records of The Christian and Missionary Alliance as of the last regular General Council registration), or (2) at least twenty-four hours prior thereto by personal delivery of written notice or by telephonic, telegraphic, telex, facsimile, or other means of instantaneous communication delivered to such delegate's telephone, telegraph, telex, or facsimile number (as such numbers appear in the records of The Christian and Missionary Alliance). The method of notice need not be the same as to each accredited delegate. If mailed, notice of special meetings shall be deemed given when deposited in the United States mail, with postage thereon prepaid. If telegraphed, such notice shall be deemed given when the telegram is delivered to the telegraph company. If transmitted by telex or facsimile, such notice shall be deemed given when the transmission is complete. Any accredited delegate may waive notice of any special meeting of the General Council before, at, or after such meeting. Except where an accredited delegate attends a meeting for the express purpose of objecting to the transaction of any business because the meeting has not been lawfully called or convened, the participation of the delegate at such meeting will be deemed a waiver of notice. No items other than those which were stated in the notice as the purpose or the purposes of the meeting shall be discussed.

### **Section 6.8. Proxies.**

- a. **Regular Meeting.** No delegate shall be entitled to be represented or to vote by proxy at the regular meeting of the General Council.
- b. **Special Meetings.** At each special meeting of the General Council, an accredited delegate may be represented and may vote by proxy executed in writing by the delegate or by such delegate's duly authorized attorney in fact. Such proxy shall be filed with the corporate

secretary of The Christian and Missionary Alliance before or at the time of the meeting. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy. In the event an accredited delegate is represented by proxy, the person to whom the proxy is given must be an accredited delegate of The Christian and Missionary Alliance at the time of execution and exercise of the proxy.

### **Section 6.9. Quorum; Manner of Acting.**

- a. **Regular Meeting.** Except as provided in Section 10.1 in connection with an amendment to the Articles of Incorporation of The Christian and Missionary Alliance or these Bylaws, one-third of the accredited delegates listed in all Accreditation Reports submitted prior thereto shall constitute a quorum for any session of the regular meeting of the General Council. The presence of a quorum shall be announced by the presiding officer at the opening of each session of the regular meeting of the General Council and recorded by the corporate secretary in the minutes of the meeting. In the absence of a challenge to the contrary, a quorum shall be deemed to be present at all times thereafter during such session.
- b. **Special Meetings.** Except as provided in Section 10.1 in connection with an amendment to the Articles of Incorporation of The Christian and Missionary Alliance or these Bylaws, one-third of the accredited delegates, present in person or represented by proxy, shall constitute a quorum at any special meeting of the General Council. At any special meeting of the General Council at which a quorum is present, the vote of a majority of the accredited delegates, present in person or represented by proxy, shall be the act of the delegates, unless a greater proportion is required under the Articles of Incorporation of The Christian and Missionary Alliance or these Bylaws. If less than a quorum is present at a special meeting of the General Council, a majority of the accredited delegates present may adjourn the meeting from time to time until a quorum is present. No further notice shall be required other than an announcement at the adjourned meeting.

**Section 6.10. Rules of Order.** The rules contained in the most recent edition of *Robert's Rules of Order Newly Revised* shall govern all meetings of the General Council as to all matters to which they are applicable and in which they are not inconsistent with the laws of Colorado, the Articles of Incorporation of The Christian and Missionary Alliance, these Bylaws, or the Special Rules of Order of the General Council.

**Section 6.11. General Council Committees.** The General Council shall establish in its Special Rules of Order such select committees (committees that meet only during the General Council), standing committees (committees that meet at times other than or in addition to the regular meeting of the General Council), and special committees (committees or commissions that meet to research specific issues and report back to the General Council) as the General Council may deem necessary or advisable. (Such select committees, standing committees, and special committees shall be collectively referred to in these Bylaws as "General Council committees.") Standing committees of the General Council shall include a Committee on Rules, a Committee on Theological Issues, and a C&MA Benefit Board, each

having the membership, authority, and responsibility set forth below. Any member of a standing committee of the General Council may be removed by a three-fourths vote of the Board of Directors if, in the judgment of the Board of Directors, the best interests of The Christian and Missionary Alliance will be served thereby.

In the event of a committee member's death, resignation, removal, or the individual ceases to be a member in good standing in an accredited church of The Christian and Missionary Alliance, or an attendee in good standing in a developing or affiliated church of the Christian and Missionary, the president shall submit the name of a replacement member to the Board of Directors for approval until the next scheduled General Council.

- a. **Committee on Rules.** The Committee on Rules shall consist of six members, each of whom shall be elected by the General Council and shall serve on the committee for a period of four years. One-half of the members of the Committee shall be elected at each regular meeting of the General Council, unless the election of more than one-half is required to maintain the number of members prescribed in these Bylaws or, if applicable, the Special Rules of Order of the General Council. The president shall be empowered to name the chairperson of the Committee from its members.

The Committee on Rules shall consider all recommendations and proposals relating to the Articles of Incorporation of The Christian and Missionary Alliance, these Bylaws, or any legislation of the General Council. Except as provided for in Article X, Amendments, its power shall be limited to ruling whether legislation is in proper form and not in conflict with existing legislation or with the provisions of the Articles of Incorporation of The Christian and Missionary Alliance or these Bylaws. An appeal from a decision of the Committee on Rules shall be decided in accordance with the procedures governing appeals from decisions of the presiding officer as set forth in the most recent edition of *Robert's Rules of Order Newly Revised*. At the request of the presiding officer, the Committee on Rules shall advise the presiding officer on matters of procedure.

- b. **Committee on Theological Issues.** The Committee on Theological Issues shall consist of nine members, each of whom shall be nominated by the president, with the advice and consent of the Board of Directors, and elected by a two-thirds vote of the General Council. The Committee members shall be elected to a six-year term, with the terms staggered so that one-third of the membership shall be elected at each regular meeting of the General Council. A member may serve no more than two consecutive six-year terms. The president shall be empowered to name the chairperson of the Committee from its members. The Committee membership shall be broadly representative of The Christian and Missionary Alliance with representation from each of the following categories: theologians from Alliance academic institutions, district superintendents or National Office personnel, and Alliance pastors, missionaries, and other similarly qualified official workers, active or retired, with at least seven years of effective Alliance ministry experience. The purpose of the Committee is not to determine a theological position for the General Council, but its function shall be to clarify the issue and provide the General Council with biblical, historical, and theological background material that will assist the General Council to understand the issue and to make informed decisions. The Committee

shall not establish its own agenda, but the agenda of theological issues to be studied by the Committee shall be determined by either the General Council or the Board of Directors recommending to the president that a particular issue be studied. The president shall then clarify the issue for consideration and recommend to the Board of Directors the issue to be referred to the Committee with clear guidelines for its study. The final report for each theological issue shall be presented to the Board of Directors prior to its presentation to the General Council. If the Board of Directors is not satisfied with the report, it may be referred back to the Committee with recommendations for further study or refinement.

c. **C&MA Benefit Board.**

(1) **Election and Composition.** The C&MA Benefit Board shall consist of the following ten members.

- (a) Four members shall be representatives from the National Office. Two shall be ex-officio and shall include the vice president for Operations/Treasurer and the director for Employee Benefits. Two shall be appointed by the president and shall include a representative from the Division of National Church Ministries and a representative from the Division of International Ministries. The director for Employee Benefits shall be a nonvoting member.
- (b) Three members shall be lay members of The Christian and Missionary Alliance who shall be nominated by the president through the Committee on Nominations and elected by the General Council to serve for a period of four years. Each lay member shall have expertise in insurance, financial services, or retirement plan administration.
- (c) Three members shall be participants in either the C&MA Benefit Plan or the C&MA Retirement Plan (the "C&MA Plans") and shall include one active pastor/district superintendent, one active missionary, and one retiree receiving benefits from the C&MA Retirement Plan. They shall be nominated by the president through the Committee on Nominations and elected by the General Council to serve for a period of four years, except for the active missionary who shall be appointed annually by the Board of Directors for a period of one year.

In the event that a nomination submitted by the president is unacceptable to the Committee on Nominations, such nomination shall be referred back to the president, and the president shall submit the name of another person for nomination. The vote of the General Council shall be by ballot and shall be affirmative or negative with respect to each name presented. In the event that the vote of the General Council is negative, the nomination and election process shall be repeated. The president shall be empowered to name the chairperson of the C&MA Benefit Board.

(2) **Authority.** The C&MA Benefit Board shall report through the president to the Board of Directors on those matters related to provisions of the C&MA Plans. Any recommendations concerning areas of responsibility reserved for the General Council shall be reported to the General Council through the Report of the Corporate

Secretary. The C&MA Benefit Board will report quarterly to the Board of Directors and to the regular meeting of the General Council.

- (3) **Responsibility.** The management of the C&MA Plans shall be carried out by the C&MA Benefit Board in cooperation and in conjunction with the administration of the National Office and in accordance with the terms of the C&MA Plans, as from time to time each Plan is amended. The C&MA Benefit Board's administrative duties and powers are limited to those established in the C&MA Plans.

Oversight of personnel, staffing, and the day-to-day operations of the C&MA Plans shall be the responsibility of the administration of the National Office.

**Section 6.12. Nominations and Elections.** Unless otherwise changed by the General Council in its Special Rules of Order, the report of the Committee on Nominations and General Council elections at the regular meeting of the General Council shall be as set forth in this Section 6.12.

- a. **Nominations.** The first reading of the report of the Committee on Nominations shall be given early in the General Council. The second reading with opportunity for additional nominations and final closing of nominations shall be given at a following business session. The time of the second reading shall be established and announced during the first reading. This lapse of time rule may be suspended and nominations from the floor with elections following immediately thereafter permitted, upon the approval of at least 80 percent of the accredited delegates listed in all Accreditation Reports submitted prior thereto and who vote. With respect to the election of the president, corporate vice president, and corporate secretary, nominators shall be given a maximum of three minutes to make their nominations to the General Council and the nominees shall be given a maximum of five minutes to address the General Council concerning their nominations.
- b. **Elections.** Autobiographical information shall be distributed at least one day prior to elections on each person nominated for president, corporate vice president, divisional vice president, corporate secretary, and each person nominated for the Board of Directors. Nominees for the Board of Directors shall appear on the ballot in an order drawn at random, and the names of those persons nominated by the Committee on Nominations shall be so indicated by an asterisk. Except as provided in Section 6.12a, elections shall be a stated order of business at least one day following the closing of nominations. In the event that elections have not been completed before final adjournment, all incomplete elections shall be referred to the Board of Directors, which shall have the power to fill vacancies on behalf of the General Council until the next General Council. Election of the Board of Directors shall be in accordance with Section 7.4 of these Bylaws.

**Section 6.13. General Council Procedures.** For the purpose of conducting business at meetings of the General Council, and to the extent not in conflict with these Bylaws, the General Council may adopt from time to time Special Rules of Order pertaining to the General Council committees, the order of business and procedures of the General Council, and the

time and location of the meetings of the General Council. In addition to the procedures set forth in such Special Rules of Order, the procedures set forth in this Section 6.13 shall govern regular meetings of the General Council.

- a. **Introducing Legislation to the General Council.** All resolutions proposing new legislation presented directly from an accredited delegate to the General Council shall be referred to such General Council committee or committees as the presiding officer shall direct before being discussed by the General Council. No such legislation shall be presented on the closing day of the General Council, provided, however, that this prohibition may be suspended upon the affirmative vote of at least two-thirds of the accredited delegates present in person and voting.
- b. **District Recommendations to the General Council.** If any District Conference of a constituted district recommends a change to the C&MA Manual or if it recommends a new general policy for The Christian and Missionary Alliance, the district may refer the recommendation through its superintendent in the following manner. The district superintendent shall formally notify the chairman of the District Leadership Forum of the recommendation prior to the meeting. The chairman shall present the recommendation at the next meeting of the District Leadership Forum.
- c. **Appearances Before General Council Committees.** Upon request, any accredited delegate shall be entitled to present his/her views to any General Council committee at such time as the committee may determine to be reasonable, provided, however, that only members of the committee shall be entitled to be present during any formal deliberations of the committee.
- d. **Special Privileges Before the General Council.** If any accredited delegate requests a special privilege, the delegate shall inform the presiding officer of its purpose. If the special privilege is granted by the presiding officer, the delegate shall be entitled to address the General Council for a period of time not to exceed three minutes, unless such period of time is extended by the General Council.

## ARTICLE VII BOARD OF DIRECTORS

**Section 7.1. Board of Directors.** The Board of Directors of The Christian and Missionary Alliance shall exercise all corporate powers as defined in the applicable laws of the State of Colorado; shall provide general oversight for the administration and management of The Christian and Missionary Alliance in accordance with its governing documents; shall adopt operational policies for the regulation of administration, District Leadership Forum, districts, and churches; and shall function as the Executive Committee of General Council when Council is not in session.

**Section 7.2. Conveyances and Encumbrances.** Property of The Christian and Missionary Alliance may be assigned, conveyed, or encumbered by the Board of Directors and such committees of the Board of Directors or such officers of The Christian and Missionary Alliance as may be so authorized by the Board of Directors. The Board of Directors and such

authorized committees or officers shall have power to execute and deliver any and all instruments of assignment, conveyance, and encumbrance; however, the sale, exchange, lease, or other disposition of all or substantially all of the property and assets of The Christian and Missionary Alliance shall be authorized only in the manner prescribed by applicable statute.

**Section 7.3. Membership.** The Board of Directors shall have twenty-eight members, each of whom shall be a member in good standing of an accredited church of The Christian and Missionary Alliance, or shall be an attendee in good standing in a developing or affiliated church of The Christian and Missionary Alliance. The president, corporate vice president, and corporate secretary of The Christian and Missionary Alliance shall be members ex officio. In addition, the divisional vice presidents may be present with the right to debate but without the right to vote. The membership of those receiving allowance from The Christian and Missionary Alliance shall not be more than nine. For purposes of these Bylaws, “those receiving allowance” shall mean those persons receiving direct or indirect salaries or stipends. The number of laypersons shall not exceed fourteen. Whether a person is considered to be receiving allowance or to be a layperson shall be determined by their status as of the opening business session of the General Council and shall not be changed, for purpose of nomination, until the opening business session of the next succeeding General Council. The ballot provided by the Committee on Nominations shall indicate those receiving allowance. Except for the three ex officio members, National Office personnel shall not be eligible to serve on the Board of Directors. Any person who works for and is solely or primarily responsible to a divisional vice president or to National Office administration, whether or not said person lives in Colorado Springs or has an office at the National Office, shall be deemed to be National Office personnel. The following are exempted from this rule:

- a) Missionaries
- b) District superintendents and district directors
- c) National evangelists
- d) College and seminary presidents
- e) Association presidents and executive secretaries
- f) Assistant district superintendents.

**Section 7.4. Election.** Election of the Board of Directors shall be by plurality vote of the General Council. Approximately one-half of the Board of Directors shall be elected at each regular meeting of the General Council, the exact number of which will be equal to the number of vacancies then existing. The individuals receiving the highest number of votes shall be elected to fill the vacancies. Subsequent to the regular meeting of General Council, the corporate secretary shall collect biographical information from the newly elected Board of Directors members, and such information shall be kept in the corporate secretary’s files. Election or appointment of a member of the Board of Directors shall not in itself create any contractual rights.

**Section 7.5. Term of Office.** The term of office of a member of the Board of Directors shall be for four years or until such member’s successor shall have been elected and shall have

qualified and taken office. Board of Directors members, other than ex officio members, are eligible to succeed themselves for a second four-year term. They are eligible again after the lapse of two years. Except for ex officio members whose term of office shall commence August 1 as provided in Section 8.3 of these Bylaws, the term of office of a member of the Board of Directors shall begin immediately upon election.

**Section 7.6. Officers.** The Board of Directors shall elect, at its first meeting following the regular meeting of the General Council, a chairperson and vice chairperson from among its members.

**Section 7.7. Conflicts of Interest.**

- a. **Disclosure of Interests.** Each officer of The Christian and Missionary Alliance, whether elected or appointed, and each member of the Board of Directors of The Christian and Missionary Alliance shall disclose in writing to the Board of Directors (or to the parties to which the Board of Directors has delegated authority and responsibility for such matters) the nature and extent of all interests he/she may have in any corporation, business, or organization having a business or fraternal relationship with The Christian and Missionary Alliance or that is connected with and subordinate to The Christian and Missionary Alliance other than accredited churches and districts as defined herein (each, a “Related Entity”). An officer of The Christian and Missionary Alliance or member of the Board of Directors shall be deemed to have an interest in a Related Entity if he/she (or any member of his/her immediate family) has a legal, equitable, or fiduciary interest in or position with the Related Entity, including, but not limited to, as a director, officer, shareholder, partner, trustee, beneficiary, employee, agent, or representative of the Related Entity.
- b. **Time and Manner of Disclosure.** Disclosure is to be made by the officers of The Christian and Missionary Alliance and members of the Board of Directors within thirty days of the date they become officers or members as to any interest then existing or within thirty days after such interest is acquired. The Board of Directors shall prepare a form to serve as a guide for disclosing the information required, in which case the disclosure shall be made on such form as same may be revised from time to time. The information disclosed in the form shall be treated as confidential and not disclosed (except to the extent disclosure is required for a legitimate business purpose) and shall remain on file with the corporate secretary.
- c. **Abstention from Discussion and Voting.** In the event that the Board of Directors’ discussion centers on, or is related to, a Related Entity, each member or officer having an interest in the Related Entity shall, after due expression of his/her concerns and after opportunity for questions is given, excuse himself/herself from the room during further debate and subsequent vote. The member or officer may be allowed to participate in the debate and to vote on the matter in question whenever, in the judgment of at least two-thirds of the remaining members of the Board of Directors, the best interests of The Christian and Missionary Alliance would be served thereby.

**Section 7.8. Meetings.** The Board of Directors shall hold three regular meetings per year. The exact dates shall be set a year in advance by the Board of Directors.

**Section 7.9. Special Meetings.** Special meetings of the Board of Directors may be called at any time by the chairperson or by any five members of the Board of Directors upon due and proper notice given to all members of the Board of Directors. The matters to be discussed in a special meeting shall be stated in the notice of the meeting. No other items shall be considered. Unless called at a regular or special meeting of the Board of Directors, all special meetings of the Board of Directors shall commence initially by telephone conference call and may be adjourned to a meeting in person of the members of the Board of Directors only upon the affirmative vote of a majority of the members of the Board of Directors participating by such conference call. If called at a regular or special meeting of the Board of Directors, a special meeting may commence in person if so approved by a majority of the members of the Board of Directors at the regular or special meeting at which such special meeting is called.

**Section 7.10. Notice of Meetings.** Notice of each meeting of the Board of Directors stating the place, day, and hour of the meeting shall be given to each member either (a) at least ten days prior thereto by the mailing of written notice by first class, certified, or registered mail to such member's address (as such address appears in the records of The Christian and Missionary Alliance), or (b) at least twenty-four hours prior thereto by personal delivery of written notice or by telephonic, telegraphic, telex, facsimile, or by other means of instantaneous notice delivered to such member's telephone, telegraph, telex, or facsimile number (as such numbers appear in the records of The Christian and Missionary Alliance). The method of notice need not be the same as to each member. If mailed, such notice shall be deemed to be given when deposited in the United States mail, with postage thereon prepaid. If telegraphed, such notice shall be deemed given when the telegram is delivered to the telegraph company. If transmitted by telex or facsimile, such notice shall be deemed given when the transmission is complete. Any member of the Board of Directors may waive notice of any meeting before, at, or after such meeting. The attendance of a member at a meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting unless otherwise required by law, these Bylaws, or the regulations of the Board of Directors.

**Section 7.11. Quorum; Manner of Acting.** Fifteen members shall constitute a quorum at any meeting of the Board of Directors. If less than a quorum is present, a majority of the members present may adjourn the meeting from time to time until a quorum is present, and no further notice shall be required other than an announcement at the adjourned meeting. No member shall be entitled to be represented or to vote by proxy at any meeting of the Board of Directors. The rules contained in the most recent edition of *Robert's Rules of Order Newly Revised* shall govern all meetings of the Board of Directors as to all matters to which they are applicable and in which they are not inconsistent with the laws of Colorado, the Articles of Incorporation of The Christian and Missionary Alliance, or these Bylaws.

**Section 7.12. Committees of the Board of Directors.** By one or more resolutions duly adopted by a majority of the Board of Directors then in office, the Board of Directors may designate and appoint one or more committees (including, but not limited to, an Executive Committee), each of which shall consist of at least two members of the Board of Directors. The power and authority of each such committee shall be limited to the power and authority conferred upon such committee by the Board of Directors. Such committees shall have and may exercise all of the authority of the Board of Directors to the extent provided in these Bylaws and the resolutions establishing the committees, except as prohibited by statute. The delegation of authority to any committee shall not relieve the Board of Directors or any member thereof from any responsibility imposed by law. Rules governing procedures for meetings of any committee of the Board of Directors shall be established by the Board of Directors or, in the absence thereof, by the committee itself.

- a. **Executive Committee.** The Executive Committee of the Board of Directors shall consist of seven members. The president, corporate vice president, corporate secretary, Board chairperson, and Board vice chairperson shall be members ex officio. The Board shall elect from among its members two additional persons so that the total number shall be seven. The chairperson of the Board shall also chair the Executive Committee. The Executive Committee shall meet at the call of its chairperson, or in the absence of its chairperson, the vice chairperson and/or corporate secretary, at the call of any two of its members, at least one of whom shall be an officer. The Executive Committee shall represent the Board of Directors between meetings of the Board of Directors and shall have such authority and responsibility as the Board of Directors may from time to time delegate to it. The chairperson shall present to the Board of Directors a report of all business transacted by the Executive Committee since the last meeting of the Board of Directors. The Executive Committee shall be responsible for the support and pastoral care of the president and other officers. This will include regularly reviewing with the president: spiritual life, work performance, effectiveness, position description, and such other issues as the Board of Directors would additionally wish to include.
- b. **Other Committees.** The Board of Directors may appoint from time to time such other committees as it deems necessary or appropriate. When a committee of the Board of Directors is chosen by vote or is constituted by some other method authorized by the Board of Directors, it shall be expected to report at the next meeting of the Board of Directors unless otherwise instructed. If the report is not ready for presentation in final form it shall present, in writing, a report of progress. In the event that the committee fails to report for two consecutive regular meetings of the Board of Directors, not including meeting(s) held at the time of the General Council, it is automatically dismissed. The Board of Directors may reappoint it or may name another committee to cover the same matter if and when it chooses. As long as the committee makes periodic reports, and as long as the Board of Directors does not by action change the personnel, the same membership of the committee shall be maintained. The Board of Directors at any regular meeting may dismiss the committee, change its chairperson, or change the membership in any way it may choose. If the General Council has directed a committee to be appointed by the Board of Directors, that committee is responsible to bring its report to the Board of

Directors which shall then report to the next General Council. The expenses of committee members for this purpose are to be charged to the General Council Expense account.

**Section 7.13. Nondelegable Authority.** The Board of Directors shall not delegate any authority it may have with respect to any of the following matters: (a) approval of the annual budget and presentation of same to the General Council for adoption; (b) matters relating to basic changes of policies or divisional regulations (resolutions involving unbudgeted and/or unappropriated expenditures in excess of one-quarter of one percent, .025 percent, of the current General Council-adopted annual budget must pass by a two-thirds vote of the members present); (c) amending or restating the Articles of Incorporation of The Christian and Missionary Alliance or these Bylaws; (d) electing, appointing, or removing any member of any committee of the Board of Directors or any officer of The Christian and Missionary Alliance which officer the Board of Directors has authority to elect, appoint, or remove; (e) adopting a plan of merger or adopting a plan of consolidation with another corporation; (f) authorizing the sale, lease, exchange, encumbrance, or mortgage of all or substantially all of the property and assets of The Christian and Missionary Alliance; (g) authorizing the voluntary dissolution of The Christian and Missionary Alliance or revoking proceedings therefor; (h) adopting a plan for the distribution of the assets of The Christian and Missionary Alliance; (i) amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by a committee of the Board of Directors; or (j) approving the decision or action of any postsecondary educational institution, district, or other entity to disaffiliate or otherwise separate itself from The Christian and Missionary Alliance as contemplated by Section 10.1 of these Bylaws.

**Section 7.14. Divisional Regulations.** The vice president for each division listed in Section 8.2e shall be responsible to present to the President's Cabinet any new or amended regulation. Upon approval the president shall make a report to the Board of Directors. The Board of Directors shall have authority to establish or make basic changes in policies or regulations for governing the operation of the administrative divisions.

**Section 7.15. Assignment of Divisional Functions.** The assignment, adjustment, or reassignment of divisional and administrative functions shall be the responsibility of the Board of Directors. A list of such functions shall be included in the *Manual of The Christian and Missionary Alliance* in the appropriate section.

**Section 7.16. Removal.** Any member of the Board of Directors may be removed by the Board of Directors, with or without cause and without regard to any rights such member may have under internal procedures of The Christian and Missionary Alliance governing the Board of Directors, whenever, in the judgment of at least two-thirds of the Board of Directors then serving, the best interests of The Christian and Missionary Alliance will be served thereby.

**Section 7.17. Vacancies.** Any member of the Board of Directors may resign at any time by giving written notice to the Board of Directors through the corporate secretary of The Christian and Missionary Alliance. A member's resignation shall take effect at the time specified in such notice and, unless otherwise specified therein, the acceptance of such

resignation shall not be necessary to make it effective. A vacancy in the membership of the Board of Directors, however occurring, shall be filled by the members of The Christian and Missionary Alliance at the next meeting of the General Council.

**Section 7.18. Meetings by Telephone.** Members of the Board of Directors or any committee thereof may participate in a meeting of the Board of Directors or committee by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

**Section 7.19. Action Without a Meeting.**

- (a) Any action required or permitted to be taken at a meeting of the Board of Directors, or any committee thereof, may be taken without a meeting if each and every member of the Board in writing either: (1) votes for such action; or (2)(i) votes against such action or abstains from voting, and (ii) waives the right to demand that a meeting be held.
- (b) Action is taken under this Section 7.19 only if the affirmative vote for such action equals or exceeds the minimum number of votes that would be necessary to take such action at a meeting at which all directors then in office were present and voted.
- (c) No action taken pursuant to this Section 7.19 shall be effective unless writings describing the action taken and otherwise satisfying the requirements of Section 7.19(a), signed by all directors and not revoked pursuant to Section 7.19(d), are received by the corporation. Any such writing may be received by the corporation by electronically transmitted facsimile or other form of wire or wireless communication providing the corporation with a complete copy of the document, including a copy of the signature on the document. Action taken pursuant to this Section 7.19 shall be effective when the last writing necessary to effect the action is received by the corporation unless the writings describing the action taken set forth a different effective date.
- (d) Any director who has signed a writing pursuant to this Section 7.19 may revoke such writing by a writing signed and dated by the director describing the action and stating that the director's prior vote with respect thereto is revoked, provided that such writing is received by the corporation before the last writing necessary to effect the action is received by the corporation.
- (e) Action taken pursuant to this Section 7.19 has the same effect as action taken at a meeting of the Board of Directors.
- (f) All signed written instruments necessary for any action taken pursuant to this Section 7.19 shall be filed with the minutes of the meetings of the Board of Directors.

**ARTICLE VIII  
OFFICERS**

**Section 8.1. Number.** The officers of The Christian and Missionary Alliance shall consist of a president, a corporate vice president, a corporate secretary, divisional vice presidents, a treasurer, and, as the Board of Directors may consider necessary or advisable, a vice

president for administration, such assistant secretaries and assistant treasurers, all as set forth below. All officers shall be general members of The Christian and Missionary Alliance as defined in Section 5.1a of these Bylaws.

### **Section 8.2. Election, Authority, Duties, and Term of Office.**

- a. **President.** The president shall be elected by the General Council. Election shall be by ballot. The president shall be the chief executive officer of The Christian and Missionary Alliance. The president shall be the presiding officer of the General Council or, at the president's request, a qualified person may be appointed by the Board of Directors to preside over the General Council in place of the president. Such other person shall be nominated before the regular meeting of the General Council by the president and confirmed by the Board of Directors. All other officers and administrators are under the president's direction and are responsible to the president. The president is responsible to the Board of Directors and the General Council. The president shall be an ex officio member of the Board of Directors and of all advisory/councils, consultations, and committees. During the year preceding the election of a president, a search committee composed of the three officers of the Committee on Nominations for the next General Council and three members appointed by the Board of Directors from among its members will be appointed and authorized to gather biographical material and other information deemed appropriate regarding possible nominees. The information shall be confidential, made available only to the Committee on Nominations without specific recommendation.
- b. **Corporate Vice President.** The corporate vice president shall be elected by the General Council and shall be an ex officio member of the Board of Directors. The corporate vice president shall be elected two years following the regular election of the president. Election shall be by ballot. The corporate vice president shall perform the duties of the president in the absence or disability of the president. The question of whether the president is absent or disabled to such an extent as to render the president incapable of sufficiently performing the duties of the president shall be determined by the Board of Directors. In the case of resignation or the death of the president, the corporate vice president shall discharge the duties of the president until the next meeting of the General Council when a successor shall be elected for the unexpired term. Should the corporate vice president be unwilling or unable to discharge the duties of the president, the Board of Directors shall name an interim president in accordance with Section 8.5.
- c. **Corporate Secretary.** The corporate secretary shall be elected by ballot at the General Council two years following the regular election of the president. The corporate secretary shall serve as an ex officio member of the Board of Directors. The corporate secretary shall be responsible to record and secure the corporate records, proceedings, and historic documents of The Christian and Missionary Alliance, generate official communications, and coordinate legal services for all divisions. The corporate secretary, with assistants, shall be responsible for keeping a proper record of the proceedings of the General Council. The corporate secretary shall prepare the minutes of the General Council and the Report of the President. The corporate secretary shall notify each person elected by the

Board of Directors and shall take such actions on behalf of the Board of Directors as may be necessary. The corporate secretary shall include in the corporate secretary's report to the General Council all matters reported by or referred from the Board of Directors to the General Council. The corporate secretary shall report at the first meeting of the President's Cabinet following the General Council all matters referred to the Board of Directors by the General Council. The corporate secretary shall execute such legal documents as require the corporate secretary's signature and perform such other duties as the president may assign to the corporate secretary.

- d. **Assistant Secretaries.** The divisional vice presidents shall serve concurrently as assistant corporate secretaries, along with such other individuals who may be elected to the office of assistant corporate secretary by the Board of Directors. Each assistant corporate secretary shall have the authority and shall carry out the responsibilities delegated to him/her by the corporate secretary.
- e. **Divisional Vice Presidents.** There shall be four divisions of administration: (1) the Division of Advancement, (2) the Division of International Ministries, (3) the Division of National Church Ministries, and (4) the Division of Operations/Finance. There shall be a vice president for each of the four divisions of administration. Each such vice president shall be nominated by the president through the Committee on Nominations and elected by the General Council. In the event that any nomination is unacceptable to the Committee on Nominations, such nomination shall be referred back to the president, and the president shall submit the name of another person for nomination. The vote of the General Council shall be by ballot and shall be affirmative or negative with respect to the name presented. In the event that the vote of the General Council is negative, the nomination and election process shall be repeated.
- f. **Vice President for Administration.** There may be, if so determined by the president and Board of Directors, a vice president for administration who is responsible for the executive operation of The Christian and Missionary Alliance under the direction of the president. He shall be nominated by the president through the Committee on Nominations and elected by the General Council. In the event that the nomination is unacceptable to the Committee on Nominations, such nomination shall be referred back to the president, and the president shall submit the name of another person for nomination. The vote of the General Council shall be by ballot and shall be affirmative or negative with respect to the name presented. In the event that the vote of the General Council is negative, the nomination and election process shall be repeated.
- g. **Treasurer.** The vice president for Operations/Finance, by reason of election to that office, shall automatically serve as the treasurer. The treasurer shall (1) be the principal financial officer of The Christian and Missionary Alliance and have the care and custody of all its funds, securities, evidences of indebtedness, and other personal property and deposit the same in accordance with the instructions of the Board of Directors; (2) receive and give receipts and acquittances for monies paid in on account of The Christian and Missionary Alliance, and pay out of the funds on hand all bills, payrolls, and other just

debts of The Christian and Missionary Alliance of whatever nature upon maturity; (3) be the principal accounting officer of The Christian and Missionary Alliance and as such prescribe and maintain the methods and systems of accounting to be followed, keep complete books and records of account, prepare and file all local, state, and federal tax returns and related documents, prescribe and maintain an adequate system of internal audit, and prepare and furnish to the president and the Board of Directors statements of account showing the financial position of The Christian and Missionary Alliance and the results of its operations; (4) upon request of the Board of Directors, make such reports to it as may be required at any time; and (5) perform all other duties incident to the office of treasurer and such other duties as from time to time may be assigned to such office by the president or the Board of Directors. Assistant treasurers, if any, shall have the authority and shall carry out the responsibilities delegated to them by the treasurer.

**Section 8.3. Term of Office.** The term of office for all officers of The Christian and Missionary Alliance shall begin on August 1 of the year in which they are elected. Unless terminated earlier pursuant to Section 8.4, the term of each office shall be four years, and an individual may hold the same office for only three consecutive terms, not including any partial term served by such individual. A partial term is defined as half a term or less in office.

The vice president for administration and the divisional vice presidents shall submit their resignations to a newly elected president immediately upon that president taking office. The new president shall have the right to accept or reject each resignation within a reasonable time frame not exceeding ninety days.

**Section 8.4. Removal.**

- a. **By the Accredited Members.** Any officer of The Christian and Missionary Alliance, whether elected or appointed, may be removed by the accredited members of The Christian and Missionary Alliance whenever, in the judgment of such members, the best interests of The Christian and Missionary Alliance will be served thereby.
- b. **By the Board of Directors.** Any officer of The Christian and Missionary Alliance, whether or not elected or appointed by the Board of Directors, may be removed whenever, in the judgment of at least two-thirds of the Board of Directors then serving, the best interests of The Christian and Missionary Alliance will be served thereby.
- c. **Effect of Removal.** Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer shall not in itself create any contractual rights.

**Section 8.5. Vacancies.** A vacancy in any office elected by the General Council, however occurring, may be filled by the Board of Directors until the next meeting of the General Council.

The process for filling a vacancy of the vice president for administration or a divisional vice

president shall be as follows: The replacement shall be nominated by the president and appointed by the Board of Directors until the next meeting of the General Council. The vote of the Board of Directors shall be by ballot and shall require a simple majority. In the event that the vote of the Board of Directors is negative, the nomination and appointment process shall be repeated.

A vacancy in any other office, however occurring, may be filled by the president until the next meeting of the Board of Directors.

**Section 8.6. President's Cabinet.** The President's Cabinet shall consist of the president, the corporate vice president, the corporate secretary, the vice president for administration (if holding office), each divisional vice president, and such others as the president desires to include from time to time. The President's Cabinet shall make available to the president advice and information from all areas of administration.

## ARTICLE IX DISTRICT LEADERSHIP FORUM

**Section 9.1. Members.** The District Leadership Forum shall be composed of the vice president for National Church Ministries, all district superintendents, and the presidents or executive directors of the associations as voting members. The president of The Christian and Missionary Alliance shall be a member without the privilege to vote.

The District Leadership Forum shall meet annually at a time determined by the vice president for National Church Ministries or more often as determined by him. The vice president shall chair the District Leadership Forum, or, at his request, the members shall elect a chair from among the district superintendents.

**Section 9.2. Functions.** This body shall exercise the following functions:

- a. Consider and recommend policies, procedures, and guidelines regarding district administration that comprise the *National Church Ministries Policy and Procedure Manual* to the vice president for National Church Ministries.
- b. Advise the vice president for National Church Ministries and the president of The Christian and Missionary on matters pertaining to the vision, goals, programs, and conduct of National Church Ministries and Alliance ministries.
- c. Receive and discuss the recommendations of the District Conferences regarding policies and regulations pertaining to local churches, districts, and the entire denomination.

All recommendations from District Conferences receiving majority support by the District Leadership Forum will be recommended to the Board of Directors for consideration. If a recommendation relates to a policy under National Church Ministries administration, the vice president for National Church Ministries will present it to the president and his Cabinet with or without his recommendation, and the president will refer it to the Board of Directors with or without his recommendation.

All such recommendations will be considered by the Board of Directors. The Board of Directors can approve, amend, refer to General Council if required or desired, or refer it back to the District Leadership Forum for further study.

- d. To refer specific matters pertaining to local church policies and regulations to District Conferences for comment and input.
- e. To propose and recommend new policies and procedures regarding aspects of The Christian and Missionary Alliance work to national administration.

If a recommendation relates to a national policy or to other administrative units, it will be considered by the president and his Cabinet, and the president refer it to the Board of Directors with or without recommendation. The Board of Directors can approve, amend, refer to General Council if required or desired, or refer it back to the District Leadership Forum for further study.

## **ARTICLE X AMENDMENTS**

**Section 10.1. Articles of Incorporation and Bylaws.** All amendments to the Articles of Incorporation of The Christian and Missionary Alliance or these Bylaws shall require the approval of the accredited delegates or, when appropriate, the Committee on Rules in the manner set forth in this Section 10.1.

Before any action may be taken under this section by the Committee on Rules: 1) the Committee must agree unanimously that the proposed amendment is routine and/or editorial and not of a substantive nature, 2) the Committee must provide opportunity, during the notice period, for an accredited delegate to communicate to the Committee concerning the amendment, and 3) the Committee may not amend the proposed amendment. An approval by the Committee on Rules shall have the same effect as if the accredited delegates had taken the necessary action for approval. Upon the failure of any of the required conditions including proper notice, the Committee may refer the proposed amendment back to the Board of Directors with explanation or the proposed amendment may be referred to such General Council committee or committees as the presiding officer shall direct before being discussed by the General Council.

Any amendments adopted by the Committee on Rules during the General Council shall be included in the Minutes of the General Council. Any amendments adopted by the Committee on Rules between regular meetings of the General Council shall be reported to the next regular meeting of the General Council through the Report of the Corporate Secretary.

- a. **Submission Requirements.** Proposed amendments to the Articles of Incorporation or these Bylaws shall be submitted to a vote of the accredited delegates upon either (1) the adoption by the Board of Directors of a resolution (a) setting forth the proposed amendment, and (b) directing that the proposed amendment be submitted to a vote at a meeting of the General Council, or (2) the request of at least one-twentieth of the accredited delegates.

Proposed amendments to the Articles of Incorporation or these Bylaws may be submitted

to a vote of the Committee on Rules upon the adoption by the Board of Directors of a resolution (a) setting forth the proposed amendment, (b) finding that the proposed amendment is of a routine or editorial nature and will not alter any substantive provision of the document, and (c) directing that the proposed amendment be submitted to a vote of the Committee on Rules.

- b. **Notice Requirements.** Upon the occurrence of either (1) or (2) set forth in Section a above, written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each accredited delegate within the time and in the manner provided in these Bylaws for meetings of the General Council.

The submission to the Committee on Rules shall require written notice, setting forth the proposed amendment or a summary of the changes to be affected thereby, be given by the corporate secretary to each accredited delegate in such manner as is in compliance with the provisions of the Colorado Revised Nonprofit Corporation Act. Such notice shall include one printing in an official denominational publication and inclusion on the official Christian and Missionary Alliance Web site and that electronic notification via email when feasible be sent to accredited delegates and churches at least one month prior to any action being taken by the Committee on Rules.

- c. **Quorum Requirements.**

- (1) **Regular Meeting.** A quorum for purposes of voting upon a proposal to amend the Articles of Incorporation or these Bylaws at any session of a regular meeting of the General Council shall consist of at least 50 percent of the accredited delegates listed in all Accreditation Reports submitted prior to such session.
- (2) **Special Meetings.** A quorum for purposes of voting upon a proposal to amend the Articles of Incorporation or these Bylaws at a special meeting of the General Council shall consist of at least 50 percent of the accredited delegates present in person or represented by proxy at such special meeting.

- d. **Voting Requirements.**

- (1) **Regular Meeting.** If voted upon at a session of any regular meeting of the General Council at which a quorum is present, (a) a proposed amendment to the Articles of Incorporation shall be adopted upon the affirmative approval of at least two-thirds of the accredited delegates present in person at the session, and (b) a proposed amendment to these Bylaws shall be adopted upon the affirmative approval of at least two-thirds of the accredited delegates present in person at the session and voting.
- (2) **Special Meetings.** If voted upon at a special meeting of the General Council at which a quorum is present, (a) a proposed amendment to the Articles of Incorporation shall be adopted upon the affirmative approval of at least two-thirds of the accredited delegates present in person or represented by proxy at the special meeting, and (b) a proposed amendment to these Bylaws shall be adopted upon the affirmative approval of at least two-thirds of the accredited delegates present in person or represented by proxy at the special meeting and voting.
- (3) **Committee on Rules.** A proposed amendment submitted to the Committee on Rules

must be approved unanimously by all members of the Committee in order for such approval to be effective.

- e. **Amendments to Preamble, Statement of Faith, and Objectives.** Anything in these Bylaws to the contrary notwithstanding, prior to becoming effective, all amendments to the Preamble and Articles I and II of these Bylaws and all amendments to corresponding provisions of the Articles of Incorporation shall be both (1) adopted at a regular meeting of the General Council in the manner set forth in this Section 10.1, and (2) adopted verbatim at the immediately succeeding regular meeting of the General Council in the manner set forth in this Section 10.1, except that the submission requirements set forth in Section a above shall not apply to adoption at the immediately succeeding regular meeting.

### **Section 10.2. Other Documents.**

- a. **Special Rules of Order.** The General Council or, when appropriate, the General Council's Committee on Rules may amend the Special Rules of Order of the General Council in accordance with the provisions of such Special Rules of Order.
- b. **Uniform Constitutions.** The General Council may amend the Uniform Constitution for Districts and the Uniform Constitution for Accredited Churches upon the approval of at least two-thirds of the accredited delegates present in person and voting at the meeting of the General Council. The Board of Directors may recommend to the General Council or to the General Council's Committee on Rules when appropriate in accordance with the provisions of Section 10.1 as applied to the Uniform Constitution for Districts and the Uniform Constitution for Accredited Churches, amendments to the Uniform Constitution for Districts and to the Uniform Constitution for Accredited Churches. Such amendments, however, shall be subject to the approval of at least two-thirds of the accredited delegates present in person and voting at the meeting of the General Council, unless any such amendment is properly approved by the Committee on Rules.
- c. **Other Documents and Regulations.** Except as provided in Section 10.1 and Section 10.2, the Board of Directors shall be authorized to promulgate and amend all other constitutions and regulations of The Christian and Missionary Alliance, including, but not limited to, the regulations of the Board of Directors. The Board of Directors shall report to the General Council any amendments authorized by the Board of Directors during the prior two years.

## **ARTICLE XI TITLE TO REAL AND PERSONAL PROPERTY**

All real and personal property owned or used by The Christian and Missionary Alliance, accredited churches, postsecondary educational institutions, districts, or other entities that are connected with The Christian and Missionary Alliance shall be used to further the purposes, usages, doctrines, and teachings of The Christian and Missionary Alliance as set forth in its Statement of Faith contained in Article I of these Bylaws and in the objectives stated in Article II

of these Bylaws. Title to all real and personal property owned by The Christian and Missionary Alliance shall be vested in the name of The Christian and Missionary Alliance. All accredited churches, postsecondary educational institutions, districts, and other entities connected with The Christian and Missionary Alliance shall relate themselves and their property to The Christian and Missionary Alliance by duly inserting in their governing constitution and in their deeds, if any, or incorporating this Article XI therein by reference, the statement (or its equivalent as approved by the Board of Directors) set forth in Sections 11.1 and 11.2 for such accredited church, postsecondary educational institution, district, or other entity. For purposes of Sections 11.1 and 11.2 below, the words “revert to” shall mean the complete and final transfer either to the district of The Christian and Missionary Alliance or to The Christian and Missionary Alliance, as applicable, of all interests, present or future, in the subject property.

**Section 11.1. Postsecondary Educational Institutions, Districts, and Other Entities.** This [postsecondary educational institution, district, or other entity] is connected with and subordinate to its parent religious organization, The Christian and Missionary Alliance, a Colorado nonprofit corporation. In consideration of the mutual benefits generated and derived from this relationship, and understanding that The Christian and Missionary Alliance is relying hereon in agreeing to initiate or continue such relationship, this [postsecondary educational institution, district, or other entity] agrees as follows:

- a. **Property Reversion Events.** Any of the following shall constitute a “property reversion event:” (1) the termination of this [postsecondary educational institution’s, district’s, or other entity’s] existence for any reason, (2) the failure for any reason of this [postsecondary educational institution, district, or other entity] to be subject to or abide by any of the purposes, usages, doctrines, or teachings of The Christian and Missionary Alliance, or (3) the decision or action of this [postsecondary educational institution, district, or other entity] to disaffiliate or otherwise separate itself from The Christian and Missionary Alliance without the prior written approval of such decision or action by the Board of Directors of The Christian and Missionary Alliance.
- b. **Determination of a Property Reversion Event.** The determination of whether a property reversion event has occurred shall be considered and decided by the Board of Directors of The Christian and Missionary Alliance or its Executive Committee in accordance with procedures established from time to time by the Board of Directors of The Christian and Missionary Alliance. The decision of the Board of Directors of The Christian and Missionary Alliance or its Executive Committee shall be final and binding on The Christian and Missionary Alliance and the [postsecondary educational institution, district, or other entity] and may not be challenged by any party in the absence of fraud, collusion, or arbitrariness.
- c. **Consequences of a Property Reversion Event.** Upon the occurrence of a property reversion event as determined in accordance with Section b above, legal title to all real and personal property (tangible and intangible), appurtenances, fixtures, and effects of whatever type then owned, held, or used by this [postsecondary educational institution, district, or other entity], without regard to how or from whom acquired, shall, upon the

demand of The Christian and Missionary Alliance, revert to and become the property of The Christian and Missionary Alliance. During the period of time between the occurrence of the property reversion event and the complete and final transfer of legal title to The Christian and Missionary Alliance, this [postsecondary educational institution, district, or other entity] shall hold such property in trust for The Christian and Missionary Alliance to be used exclusively to further the purposes, usages, doctrines, and teachings of The Christian and Missionary Alliance.

**Section 11.2. Accredited Churches.** This church is connected with and subordinate to its parent religious organization, The Christian and Missionary Alliance, a Colorado nonprofit corporation. In consideration of the mutual benefits generated and derived from this relationship, and understanding that The Christian and Missionary Alliance is relying hereon in agreeing to initiate or continue such relationship, this church agrees as follows:

- a. **Property Reversion Events.** Any of the following shall constitute a “property reversion event:” (1) the decision or action of this church to disaffiliate or otherwise separate itself from The Christian and Missionary Alliance without the prior written approval of such decision or action of the District Executive Committee (or its equivalent) of the district in which this church is located, (2) the failure for any reason of this church to be subject to or abide by any of the purposes, usages, doctrines, or teachings of The Christian and Missionary Alliance, (3) the failure for any reason of this church to qualify as an “accredited church” of The Christian and Missionary Alliance (as such term is defined in the Bylaws of The Christian and Missionary Alliance), or (4) the termination of this church’s existence for any reason.
- b. **Determination of a Property Reversion Event.** The determination of whether a property reversion event has occurred shall be considered and decided by the District Executive Committee (or its equivalent) of the district of The Christian and Missionary Alliance in which this church is located in accordance with procedures established from time to time by the Board of Directors of The Christian and Missionary Alliance. The decision of such District Executive Committee (or its equivalent) shall be final and binding on The Christian and Missionary Alliance, the district of The Christian and Missionary Alliance in which this church is located, and this church, and may not be challenged by any party in the absence of fraud, collusion, or arbitrariness.
- c. **Consequences of a Property Reversion Event.** Upon the occurrence of a property reversion event as determined in accordance with Section b above, legal title to all real and personal property (tangible and intangible), appurtenances, fixtures, and effects of whatever type then owned, held, or used by this church, without regard to how or from whom acquired, shall, upon the demand of the district of The Christian and Missionary Alliance in which this church is located, revert to and become the property of such district of The Christian and Missionary Alliance. During the period of time between the occurrence of the property reversion event and the complete and final transfer of legal title to the district of The Christian and Missionary Alliance in which this church is located, this church shall hold such property in trust for such district to be used

exclusively to further the purposes, usages, doctrines, and teachings of The Christian and Missionary Alliance.

- d. **Waiver of Certain Property Reversion Events.** In the event of a property reversion event attributable to differences in doctrine between this church and The Christian and Missionary Alliance, the property reversion process set forth above may be waived upon the approval of (1) at least two-thirds of the members in good standing of this church, (2) the District Executive Committee (or its equivalent) of the district of The Christian and Missionary Alliance in which this church is located, and (3) National Church Ministries of The Christian and Missionary Alliance.

## ARTICLE XII MISCELLANEOUS

### Section 12.1. Emergencies.

- a. **Committee on Emergencies.** There shall be a Committee on Emergencies consisting of the president, the corporate vice president, and the corporate secretary. It shall have the power to take any action that may be made necessary by any emergency arising out of an international or national crisis and only in such emergencies. Subject to the foregoing, this Committee shall have power to cancel or suspend any action of the General Council, or provision of these Bylaws, relating to the interests of The Christian and Missionary Alliance, or any such decisions, either of the Board of Directors or any of the divisions. This power shall include the authority to increase within the limits of current income or decrease the total amount of the budget as the emergency may require. The president shall make a report to the next General Council of any and all actions taken under this emergency provision. Two members of this Committee shall constitute a quorum.
- b. **Emergency Program.** Because there is a possibility of national or international relationships so deteriorating that some of the larger centers might be destroyed or come under hostile control, the Board of Directors shall set up an emergency program as follows:
- (1) **Order of Succession.** The following basis of succession shall be made effective in the event of disaster: (a) president, (b) corporate vice president, (c) corporate secretary, (d) vice president for administration, (e) divisional vice presidents, (f) Board of Directors, and (g) district superintendents. In the matter of divisional vice presidents, Board of Directors, and district superintendents, each classification shall proceed in the order of seniority of election or appointment. Persons who have served as officers of The Christian and Missionary Alliance, left office, and subsequently been elected or appointed to an office involving the order of succession shall continue their seniority minus the years of service in a nonqualifying category. Persons retired and subsequently elected or appointed to an office involving the order of succession shall continue their seniority minus the years of their retirement. In the event that more than one has the same such seniority, the order will be determined by seniority of service.

- The corporate secretary shall publish every two years in the Report of the President a list of the persons in line of succession to take responsibility in the event of disaster.
- (2) **Disaster Committee.** In the event of a catastrophic disaster taking place, a Disaster Committee of twelve shall be responsible for administering the work of The Christian and Missionary Alliance. The chairperson of this Committee shall be the highest ranking person in the line of succession. The next eleven persons shall, with the person mentioned above, make up the Committee. In the event that there are not twelve such persons living or able to function, persons who are qualified in the line of succession shall meet, along with enough other survivors of the official workers of The Christian and Missionary Alliance. The chairperson shall choose eleven persons from among these to make this Committee of twelve. The Disaster Committee shall have authority to appoint officers, including district superintendents, and to do such other business as may require immediate attention, including the responsibilities of the officers and the vice presidents for divisions. It shall have emergency powers to act as a Board of Directors. At the earliest moment possible it shall arrange to call a special meeting of the General Council in accordance with the constitutional basis of representation.
- (3) **Modification of Emergency Program.** The Executive Committee of the Board of Directors is authorized to amend any of the provisions of Section 12.1b as may be needed from time to time.

**Section 12.2. Divorce.** In keeping with its high view of the sanctity of marriage and the family, The Christian and Missionary Alliance expresses its opposition to divorce on any grounds other than scriptural grounds (Malachi 2:16, Matthew 19:9, 1 Corinthians 7:15). Furthermore, The Christian and Missionary Alliance recognizes that a believer's lack of success in remaining the "husband of one wife" (1 Timothy 3:2) or the wife of one husband jeopardizes both his/her Christian witness and his/her ability to exercise church leadership with integrity. As a rule, divorced persons who are remarried and persons who are married to divorced persons shall not be elected or appointed to National Office or be given Christian and Missionary Alliance official worker credentials or Christian Worker certificates. Exceptions may be made only upon appeal and where the divorce and remarriage were on scriptural grounds (Matthew 19:9, 1 Corinthians 7:15) or occurred prior to conversion (Romans 8:1, 1 Corinthians 6:11, 2 Corinthians 5:17).

**Section 12.3. Account Books, Minutes, Etc.** The Christian and Missionary Alliance shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members, Board of Directors, and committees. All books and records of The Christian and Missionary Alliance may be inspected by any general member of The Christian and Missionary Alliance, or such person's authorized agent or attorney, for any proper purpose at any reasonable time upon reasonable notice to The Christian and Missionary Alliance.

**Section 12.4. Fiscal Year.** The fiscal year of The Christian and Missionary Alliance shall be as established by the Board of Directors.

**Section 12.5. Employees.** The Christian and Missionary Alliance is committed to world missions, stressing the fullness of Christ in personal experience, building the Church, and preaching the gospel of Jesus Christ to the ends of the earth. The ultimate goal of all programs, functions, and activities undertaken by The Christian and Missionary Alliance is to further the foregoing purposes and to give spiritual and organizational support to all general members of The Christian and Missionary Alliance so that they are free to preach the gospel, to plant churches, and to hasten the return of the Lord and Savior Jesus Christ. Because of The Christian and Missionary Alliance's primary and exclusive Christian and religious purposes as set forth in its Articles of Incorporation and in these Bylaws, and because The Christian and Missionary Alliance holds steadfastly to the Christian religious belief that each and every employee of The Christian and Missionary Alliance should minister as a servant of God whose primary responsibility is proclaiming the gospel of Jesus Christ and, as such, is an integral part of the Christian mission and ministry of The Christian and Missionary Alliance, The Christian and Missionary Alliance shall only employ individuals who: (a) profess a personal belief in Jesus Christ as personal Savior, and (b) are active members of a local Christian church. Employees of The Christian and Missionary Alliance, as part of their duties as employees, shall: (a) be ready, willing, and able to participate in chapel or other Christian services held or sponsored by The Christian and Missionary Alliance, (b) refrain from behavior during working and nonworking hours that detracts from the Christian testimony of The Christian and Missionary Alliance or that is not in conformity with biblical standards as determined by The Christian and Missionary Alliance, and (c) be spiritually ready, willing, and able to fulfill such other ministry functions and requirements as may be requested by The Christian and Missionary Alliance.

**Section 12.6. Designated Contributions.** The Christian and Missionary Alliance may accept any designated contribution, grant, bequest, or device consistent with its general tax-exempt purposes as set forth in the Articles of Incorporation. As so limited, donor-designated contributions will be accepted for special funds, purposes, or uses, and such designations will be honored to the extent possible. The Christian and Missionary Alliance shall reserve all right, title, and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any such special fund, purpose, or use. Furthermore, The Christian and Missionary Alliance shall acquire and retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used to carry out The Christian and Missionary Alliance's tax-exempt purposes.

**Section 12.7. Loans to Members of the Board of Directors and Officers Prohibited.** No loans shall be made by The Christian and Missionary Alliance to any member of the Board of Directors or to any officer of The Christian and Missionary Alliance. Any such member or officer who assents to or participates in the making of any such loan shall be liable to The Christian and Missionary Alliance for the amount of such loan until it is repaid.



