

**BYLAWS OF THE METROPOLITAN DISTRICT
of the Christian and Missionary Alliance
(Revised by 2019 District Conference)**

TITLE I - BYLAWS GOVERNING THE CORPORATION

ARTICLE I - PURPOSES

The purposes of this corporation are:

- (a) To promote the cause of the Christian religion.
- (b) To promulgate the doctrines and teachings of The Christian and Missionary Alliance, organized and incorporated under the laws of the State of Colorado, with which this corporation is affiliated and connected.
- (c) To receive, hold, and disburse gifts, bequests, devises, and other funds or property for said purposes.
- (d) To own and maintain suitable real estate and buildings for its purposes and to do all things necessary and incident thereto and as provided by the laws of the States of New Jersey and New York.

ARTICLE II - OFFICES

This corporation shall have and continuously maintain within the boundaries of said corporation a registered office and registered agent whose business is identical with the registered office, and may have other offices within said boundaries as the District Executive Committee may from time to time determine.

ARTICLE III - BOARD OF DIRECTORS

Section A - General Powers, Tenure, and Qualification. The business and property of The Metropolitan District Corporation shall be managed by the District Executive Committee that shall constitute the Board of Directors. It shall be elected by the District Conference in accordance with TITLE I, ARTICLE IV, Section E, of these bylaws, and shall hold office until its successors have been elected and qualified. The members of this committee need not be residents of the State of New Jersey. The District Conference shall be the Annual Meeting of the Corporation.

Section B - Authority. The Board of Directors is authorized and empowered to act for and on behalf of the District Conference to acquire, dispose of, improve, mortgage, encumber, and convey property, real and personal. The President and either the Secretary or Treasurer shall execute all documents, deeds, and instruments necessary to effectuate the decisions of the Board of Directors.

Section C - Officers. The officers of the Corporation are a President, Vice President, Secretary, and Treasurer.

The District Superintendent is, by virtue of his office, President of the Corporation. He shall preside over all meetings of the Directors; has general supervision of the affairs of the Corporation; shall sign or countersign all contracts and other instruments of the Corporation as authorized by the Board of Directors; shall make reports to the Directors and perform all such duties as are incident to his office or are properly required of him by the Board of Directors; has the general management of the business and affairs of said Corporation when the Board of Directors is not in session; is authorized to employ such labor as may be necessary from time to time to carry on the business of the Corporation; and has the general care, supervision, oversight and management of all property of the Corporation.

The Assistant District Superintendent is, by virtue of his office, the Vice President of the corporation. In the absence or disability of the President, his functions may, upon approval of the Board of Directors, be assumed by the Vice President. In the absence or disability of both these officers, the Directors present at any meeting shall appoint a chairman who shall preside at such meetings.

In the absence of an Assistant District Superintendent, the District Executive Committee will elect the Vice President from its membership at its first meeting after elections and they shall serve for a one-year term. **(Added 10/2018)**

Section D - Indemnification of Directors, Officers and Trustees This corporation shall indemnify any of its officers, directors or trustees who are in any way threatened with legal action by reason of the fact that he is or was an officer, director or trustee of the corporation. This indemnification shall extend to, but is not limited to judgments, fines, attorney's fees and amounts paid in settlement which were actually or reasonably incurred by officers, directors or trustees in connection with such legal action, including appeal. The provisions of this bylaw shall additionally apply for the benefit of heirs, executors and administrators of any officer, director or trustee.

This indemnification shall be made if, in the judgment of a majority of the directors the person(s) acted in good faith and in the belief that such person(s) actions were in the best interests of the corporation and with reasonable belief that the actions in question were not unlawful. No right of indemnification shall exist if the officer, director or trustee is adjudged liable for gross negligence or willful misconduct in performance of duty, unless upon application by the Board of Directors to the court in which such action was brought, such person is found to be fairly and reasonably entitled to indemnity in view of the circumstances of the case.

The corporation shall additionally have the power to insure any of the above designated classes of persons for errors, omissions and similar liability coverage. (1994)

Section E - Subordinating Contingencies. Upon the approval of the Board of Directors, the President and either the Secretary or the Treasurer may sign any deed or instrument necessary to release the reversionary or other contingent interest in the real property of the local church in the event of sale of said church's real property, or to subordinate such interest to a mortgage when it is to the best interest of the church and the District.

Section F - Designated Contributions. The Metropolitan District of The Christian and Missionary Alliance may accept any designated contribution, grant, bequest or devise 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 Metropolitan District of 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. Further, the Metropolitan District 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 (1993).

Section G - Quorum. A quorum at any meeting of the Board of Directors is a majority of the membership of the Board.

ARTICLE IV - DISTRICT EXECUTIVE COMMITTEE

Section A – Membership. The District Executive Committee consists of the officers of the District as defined in the District Constitution, Article II, Section 2, and a minimum of nine (9) other members. The Assistant District Superintendent and all paid directors of the Metropolitan District, whether elected or appointed, shall report to, and/or serve on the District Executive Committee at the discretion of the District Executive Committee. Those requested to serve shall have the power to debate but without voting privileges. **(REVISED 10/19)**

Section B - Meetings. Meetings of the District Executive Committee shall be held four (4) times a year, and at such other times that the District Superintendent shall direct, or upon call and consent of a majority of the members of the District Executive Committee.

Section C - Quorum. A quorum at any meeting of the District Executive Committee is a majority of the voting members of the Committee.

Section D - Vacancies. Vacancies occurring in the District Executive Committee or any other Standing Committee may be filled by the District Executive Committee until the next District Conference.

Section E - Tenure of Office. The term of office for all members of the District Executive Committee, with the exception of the District Officers, is three (3) years, commencing at the close of the District Conference at which elected, with one-third (1/3) of the members being elected each year. Committee members, with the exception of the District Officers, are restricted to two (2) full terms of service but may then be eligible for re-election after the lapse of one (1) year. **(Revised 10/2018)**

Section F - Committees. The District Executive Committee shall ensure that the needs of disciple making, church multiplication, missions mobilization, finance, and other needs are addressed through staff and committees as needed. DEXCOM shall report a written summary of progress to district conference annually. **(Revised 10/2018)**

TITLE II - BYLAWS GOVERNING DISTRICT CONFERENCE

ARTICLE I - COMMITTEES

Section A - Committee on Conference Committees. The District Executive Committee shall constitute the Committee on Conference Committees.

The District Executive Committee shall appoint replacements for Conference Committees on which vacancies have occurred.

Section B - Conference Committees. In addition to reports presented prior to Conference, Conference Committees may also consider other matters normally coming within the scope of their responsibilities not growing out of these reports. Resolutions proposing new legislation presented directly on the floor shall first be referred to a committee before being discussed by the Conference.

The following are the Conference Committees, together with any other committees, which Conference may from time to time deem necessary. All Conference Committee members for a given year are to be elected at the preceding year's Conference.

Paragraph 1 – Committee on Legislative Review. The Committee on Legislative Review shall consist of nine (9) members. It shall present to Conference (a) a program for each session of Conference; (b) a list of delegates; (c) a report on church ministries; (d) a report on discipling ministries; (e) a report on matters referred and general legislation; (f) a report on resolutions and memorials; and (g) any other matters properly referred to it. It shall recommend to Conference any legislation that requires Conference's action.

Paragraph 2 - Committee on Finance and Budget. The Committee on Finance and Budget shall consist of seven (7) members. It shall consider the reports of the District Treasurer, the Auditor, the recommended budget from DEXCOM, and that portion of the President's Report, which deals with finances. It shall submit to Conference, with or without recommendations, the comprehensive budget of the District for the next fiscal year. **(Revised 10/2018)**

Section C - Standing Committees. Members of Standing Committees shall be nominated by the Conference Committee on Nominations and shall function from the close of the Conference that elected them to the expiration of their terms.

Paragraph 1 - Committee on Rules. The Committee on Rules shall consist of three (3) members, one (1) of whom shall be elected annually by Conference for a three (3) year term. The Committee shall elect its own chairman immediately at the close of Conference.

This committee shall consider all legislation to determine whether it is in proper form and whether or not it may be in conflict with existing legislation or constitutional provisions.

Paragraph 2 – License, Ordination and Consecration Council. The License, Ordination & Consecration Council shall consist of elected members and the District Superintendent, who shall serve as moderator. The number of elected LO&CC members shall be determined by DEXCOM each year with a minimum of twelve members. Each member may serve a maximum of three consecutive full terms and is eligible for re-election after the lapse of one year. Only those members of the District who for meet the criteria established by DEXCOM in the Guiding Principles Manual, have both been ordained or consecrated and served The Christian and Missionary Alliance shall be eligible for election to the License, Ordination & Consecration Council. The License, Ordination & Consecration Council shall review credentials and grant licenses within the Metropolitan District. The document of the Division of Church Ministries, "The Uniform Procedure on Licensing" as found in the MANUAL shall be used as the basis for granting all licenses. **(Revised 10/2018)**

The License, Ordination & Consecration Council shall serve as the Committee on Discipline. "The Uniform Procedure on Discipline and Appeal" as found in the MANUAL shall be used as a basis of reference.

Paragraph 3 – Committee on Nominations. The Committee on Nominations shall consist of seven (7) members who shall each serve one (1) year terms. A member of this Committee may serve no more than three (3) consecutive terms. It shall present to Conference nominations for all officers the Constitution and Bylaws require.

The Report of the Committee on Nominations shall be made available to delegates by electronic mail (i.e. email, web posting, etc.) and if the notification of the posting is made prior to Conference it will be recognized as a first reading of the report. The second reading, with opportunity for additional nominations and closing of nominations, shall be given at a business session. **(Revised 12/2012)**

The Committee shall then prepare ballots with the names of all candidates for each office included.

Elections shall follow in a later business session. If it appears at any time that an election is not possible, the rule requiring a lapse of time in the reading of nominations may be suspended by a two-

thirds (2/3) vote of the delegates present, and nominations from the floor permitted, with the election following immediately.

The Committee on Nominations shall begin functioning immediately at the end of District Conference if a district superintendent is to be elected at the following District Conference.

ARTICLE II - SPECIAL SESSION OF CONFERENCE

A special session of Conference may be held at the call of the District Superintendent. The call shall include a statement of those items to be considered at said session. Upon a two-thirds majority vote of the District Executive Committee, the call shall be mailed so as to reach the members of Conference at least two weeks before the scheduled date of the special session.

ARTICLE III - CONFERENCE QUORUM

One third (1/3) of the registered delegates shall constitute a quorum.

ARTICLE IV - RULES OF ORDER

Conference shall be governed by Robert's Rules of Order with exceptions to be made where there is legislation existing which is not in agreement therewith.

TITLE III - BYLAWS GOVERNING GENERAL ADMINISTRATION

ARTICLE I - PASTORAL RESIGNATIONS

When any pastor desires to resign from his charge, he shall first present his resignation in writing to the District Superintendent, giving the date of and the reasons for his resignation. He shall also submit a letter of resignation to the church governance authority. In no case shall he relinquish oversight of his pastorate until his resignation has been approved by the District Superintendent.

ARTICLE II – GUIDING PRINCIPLES MANUAL

The DEXCOM shall establish Guiding Principles used to govern the ministry direction for the District. The DS is accountable to the DEXCOM for effective and timely implementation of these principles. The DS is responsible to report both progress and setbacks in writing to the DEXCOM according to an agreed upon reporting schedule. **(Added 10/2018)**

ARTICLE III -- ATTENDANCE AT CONFERENCE

It is the responsibility of every official worker to attend District Conference. Official Workers shall not schedule meetings or engagements that conflict with Conference dates and prevent his or her attendance.

Permission to be absent from District Conference shall be requested in writing from the District Superintendent.

ARTICLE IV - IMPLEMENTATION OF COUNCIL AND DISTRICT DECISIONS

All legislation duly adopted by General Council and District Conference shall be implemented by the District Superintendent and by the pastors and governance authorities of every member church.

ARTICLE V – CHURCHES TAKING ON DEBT AND BUYING/SELLING PROPERTY

Churches planning on financing debt beyond 20% of their annual operating budget, for any reason, require consultation with the District Superintendent and the consent of the DEXCOM. The sale or purchase of any real estate requires consultation with the District Superintendent and the consent of the DEXCOM. (Revised 10/2018)

ARTICLE VI - AMENDMENTS

These bylaws may be amended by a two-third (2/3) majority of the votes cast at any regular business session of the Annual District Conference. Previous notice of the proposed amendments shall have been given.

Revised 10/4/95, 09/18/96, 09/22/98, 9/18/02, 10/17/05, 11/1/2007, 12/14/08, 11/14/09, 11/29/10, 12/23/12, 10/18/18