

**The Northeastern District of  
The Christian and Missionary Alliance, Inc.**

***BYLAWS***

***CONFERENCE POLICIES***

***DEXCOM POLICIES***

District and Prayer Conference 2016

# **NORTHEASTERN DISTRICT BYLAWS**

(Conference 2016)

## **ARTICLE I - FELLOWSHIP IN THE NORTHEASTERN DISTRICT**

- A. Pastors, evangelists and churches desiring to come into the fellowship of The Northeastern District of The Christian and Missionary Alliance shall be examined as to their character, doctrinal views, and adherence to the General Constitution and the Principles of The Christian and Missionary Alliance, and, upon the recommendation of the License, Ordination, and Consecration Council, shall be given the proper credentials by the District Superintendent.
- B. When a worker, preacher, or evangelist ceases to believe and defend the doctrines of the Bible as accepted and taught by The Christian and Missionary Alliance, he shall upon his honor withdraw from its fellowship, surrendering credentials which had been given to him, without the necessity of argument or trial. If he fails or refuses to do so, revocation of his credentials shall be effective upon a two-thirds (2/3) vote of the License, Ordination, and Consecration Council.
- C. A complete listing of all official workers holding Northeastern District credentials shall be published at the current annual District and Prayer Conference (hereinafter called "Conference") by the District Secretary. A complete Directory of all official workers holding Northeastern District credentials, including elected and appointed committee personnel, shall be distributed to all Northeastern District official workers no later than December of each calendar year.

## **ARTICLE II - DISTRICT CONFERENCE**

- A. Temporary Committee: One Temporary Committee shall be nominated by the Committee on Temporary and Standing Committees and elected by Conference. This shall be the Committee on Resolutions and shall function until the end of the Conference in which it was elected.
- B. Standing Committees: The Standing Committees shall, with the exception of the Rules Committee and the Committee on Temporary and Standing Committees, be nominated by the Committee on Temporary and Standing Committees and shall be elected by Conference. They shall function from the close of the Conference that elected them to the close of the next Conference. These Committees are:
  - 1. Program
  - 2. President's Report and Missions
  - 3. General Legislation
  - 4. Finance, Budget, and Audit
  - 5. Rules
  - 6. Disciplemaking Ministries
    - a. Disciplemaking
    - b. Delta Lake Program
    - c. Evangelism
    - d. Prayer/Lay Ministries/Memorials
  - 7. Church Health and Multiplication
  - 8. Nominations

- C. Committee on Temporary and Standing Committees: The Committee on Nominations shall present to Conference two names and one alternate for election to the Committee on Temporary and Standing Committees. These shall be elected in the same manner and for the same term as the other Standing Committees.
- D. Rules Committee: It shall be composed of three members each of whom shall be elected for a four-year term in such a manner that approximately half of the committee is elected biennially.
- E. Committee on Nominations: It shall present nominations to Conference for such offices as listed in the Constitution for Districts and for the District Executive Committee, the District Disciplemaking Ministries Committee, the District Church Multiplication Team and such other offices as may be specified in the Bylaws. Unless otherwise stated, all offices shall be opened for nominations from the floor and shall be elected by a simple plurality.
- F. The District Executive Committee shall appoint at least two qualified persons to act as Conference Secretaries. If two so appointed do not include the District Secretary, they shall be considered Assistant Secretaries Pro Tempore and their work shall be under his direction. They shall keep careful and thorough minutes of all Conference sessions. They shall prepare these minutes and copies of all Conference reports for printing, under the direction of the District Secretary. In lieu of public reading, the minutes of Conference shall be reviewed in consultation with the District Secretary and any necessary editing shall be by the District Superintendent and District Executive Committee.
- G. Conference Quorum: One-third (1/3) of the registered delegates at Conference shall constitute a quorum.
- H. Every official worker holding credentials with the District should attend Conference unless prevented from doing so by sickness, emergency or any reason cleared by the District Superintendent.
- I. Retired or disabled missionaries and home workers whose names appear in the Directory of Official Workers and who reside within the District, shall have the privilege of debate and vote, but shall not be eligible for nomination or election to any office. They shall be eligible for election to Temporary and Standing Committees of Conference.
- J. Laymen elected to the District Executive Committee shall be accredited delegates to Conference during their term of office.
- K. The Nominating Committee shall present to Conference one name and an alternate for each of the Council Committees. If additional nominations are made from the floor, the individual receiving the highest number of votes shall serve on the Council Committee and the individual receiving the second highest shall be the alternate.

### **ARTICLE III - BOARD OF DIRECTORS**

- A. The District Executive Committee shall be the Board of Directors of The Northeastern District of The Christian and Missionary Alliance, Inc. as stated in the *Uniform Constitution for Districts of The Christian and Missionary Alliance*. A quorum shall be seven members.
- B. Vice-President of the Board of Directors: The District Executive Committee shall elect at their first meeting following Conference from among its membership a vice-president.
- C. The Board of Directors shall meet any time by the call of the President, or by a call signed by any seven of its members.

### **ARTICLE IV - DISTRICT EXECUTIVE COMMITTEE**

- A. The District Executive Committee shall consist of twelve members, any seven of which shall constitute a quorum.
- B. The composition of the District Executive Committee shall be as follows: District Superintendent who shall be chairman of the committee, District Secretary, District Treasurer and nine members elected by Conference.
- C. Exclusive of those persons elected to serve as District officers, there may be up to two laymen elected to the District Executive Committee. A layman must have been a member in good standing for five years in a church or churches in the Northeastern District, and must have served at least one term on the "Governance Authority" of an Alliance church of the Northeastern District.
- D. The term of office for the non *ex-officio* members of the District Executive Committee shall be four years with approximately half of the committee elected biennially. In no case shall such a member serve more than one term without the lapse of one year between terms.
- E. The District Secretary and District Treasurer shall be elected for a term of two years. The District Secretary shall serve for no more than four consecutive years and the District Treasurer for no more than eight consecutive years. These officers may be eligible for re-election after a lapse of one year.
- F. Members elected or appointed to complete an unexpired term shall be eligible for election to a full term of office.
- G. The District Executive Committee shall hold regular meetings at any time by the call of the District Superintendent, or by a call by any seven of its members.
- H. The District Executive Committee is authorized to fill by appointment any vacancies in District offices or Conference-elected committees, except standing committees of Conference, occurring between Conferences. The duration of such appointments shall be the unexpired term.

- I. All elected or appointed committees, except the Committee on Nominations and the Rules Committee, are amenable to the District Executive Committee from Conference to Conference.
- J. The four officers who serve on the DEXCOM (the Chairman, Vice-Chairman, Secretary and Treasurer) shall compose the DEXCOM Officers Subcommittee. They shall be responsible for conducting business in the intervals between DEXCOM meetings, dealing with matters of urgency that may arise. They shall have all the powers and authority of the DEXCOM subject to review and ratification at the next full DEXCOM meeting.
- K. Regular and Special Meetings of the DEXCOM or the DEXCOM Officers Subcommittee may be held if necessary by electronic means (such as Internet communication systems, telephone conferences, video conferences, etc.) whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at the meeting. Furthermore, a director appearing at such meeting via electronic means shall also be allowed to vote by this medium. Furthermore, it is permissible for all directors to appear at said meeting via telephone conference or similar communication system.

## **ARTICLE V - ORDINATION**

### **Requirements for Ordination:**

- A. Ordination shall proceed according to the "Uniform Policy on Ordination" as it appears in the current edition of *The Manual of The Christian and Missionary Alliance*.
- B. The requirements for ordination shall be completed within three years. Additional time may be granted or refused by the License, Ordination, and Consecration Council after written request has been submitted by the ordinand.
- C. The time and place of the examination of the candidates for ordination shall be determined by the District Superintendent, with the service of ordination taking place at the next Conference, unless another time and place are approved by the License, Ordination, and Consecration Council.
- D. A licensed unordained pastor shall be permitted to perform marriage ceremonies under the following conditions: he shall have submitted to his ordination sponsor for approval a proposed program of premarital counseling, and he shall have reviewed the wedding ceremony with his ordination sponsor.

## **ARTICLE VI - LICENSING PROCEDURES**

Licensing shall proceed according to the "Uniform Policy on Licensing" as it appears in the current edition of *The Manual of The Christian and Missionary Alliance*.

## **ARTICLE VII – DISTRICT COMMITTEES**

### **A. DISCIPLEMAKING MINISTRIES COMMITTEE**

1. A District Disciplemaking Ministries Committee shall be elected by Conference for the supervision of the District disciplemaking ministries.
2. This committee shall be composed of seven members, in addition to the District Director of Disciplemaking Ministries who shall serve as its chairman and a member *ex-officio*.
3. The term of office for the non *ex-officio* members of the Disciplemaking Ministries Committee shall be four years with approximately half of the committee elected biennially.

### **B CHURCH MULTIPLICATION TEAM**

1. A Church Multiplication Team shall be elected by Conference to promote the growth of existing churches and the planting of new churches with the goal of multiplication.
2. This committee shall be composed of nine members who, as far as possible, represent the District geographically. The Superintendent shall be its chairman. Alternatively, he may appoint a chairman in consultation with DEXCOM.
3. Terms shall be for four years with approximately half of the committee elected biennially.

### **C. EVANGELISM COMMITTEE**

1. A District Evangelism Committee shall be elected by Conference for the promotion of evangelism.
2. The committee shall be composed of five (5) members. The chairman shall be appointed from its membership by the District Executive Committee.
3. Each member shall be elected to a four-year term with approximately half of the committee elected biennially.

### **D. LICENSE, ORDINATION, AND CONSECRATION COUNCIL**

A License, Ordination, and Consecration Council shall be elected by Conference. It shall be composed of nine members. Terms shall be for four years with approximately half of the committee elected biennially. The District Superintendent shall be Moderator *ex-officio*. Only those who have had at least twelve (12) years of ordained ministry shall be eligible for election.

### **E. MISSIONS COMMITTEE**

1. A District Missions Committee shall be elected by Conference to serve local churches by increasing awareness, commitment, and participation in the great commission as it relates to the overseas and intercultural ministries of The Christian and Missionary Alliance.

2. The committee shall be composed of nine elected members. Terms shall be for four years with approximately half of the committee elected biennially. In addition, a representative from C&MA Men's Ministry, Great Commission Women and the Disciplemaking Ministries Committee shall serve on the Missions Committee as they are available.
3. The chairman shall be appointed from its membership by the District Executive Committee.

### **ARTICLE VIII - CHURCH PROPERTY**

The District Board of Directors may empower any of the District Officers to release a reversionary or other contingent interest in the real property of a local church in the event of sale of church real property, or to subordinate such interest to a mortgage, when it is in the best interest of both the church and District. At such time when the mortgage is paid in full, the Reversionary clause as stated in the current *Manual of The Christian and Missionary Alliance* would again be included in the Constitution of the local accredited Alliance church for those properties upon which it has been suspended.

### **ARTICLE IX – PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order newly revised shall govern the District in all cases to which they are applicable and in which they are not inconsistent with these bylaws, the Manual of the Christian and Missionary Alliance, and any special rules of order the District may adopt.

### **ARTICLE X – AMENDMENTS AND POLICIES**

Amendments to these Bylaws may be made at any Conference by 2/3 vote. A first reading of any proposed amendment to the Bylaws is required during a previous business session of that Conference.

In addition to these Bylaws, the Northeastern District Conference has adopted official policies. Please refer to the District Policies documents for their contents.

Bylaws 2016; (District and Prayer Conference 2016), **5.12.2016**

# **CONFERENCE POLICIES**

## **I. PURPOSE**

### **District**

1. **PURPOSE:** We exist to glorify God by developing and supporting healthy leaders and churches that impact people for Christ.
2. **PROCESS:** The Northeastern District will accomplish its purpose by,
  - Embracing – the C&MA core values.
  - Contextualizing – relevantly communicating the Bible’s unchanging message.
  - Developing – leadership at all levels, through communication, cooperation, compassion and coaching.
  - Advancing – God’s Kingdom through the use of missional and incarnational tools.
3. **PRODUCT:** A growing district of Great Commission churches with Great Commandment hearts, empowered by the Holy Spirit.

## **II. DISTRICT CONFERENCE**

### **A. Preparation for Conference**

1. The District and Prayer Conference (hereinafter called "Conference") shall be moved geographically from year to year to allow a broad participation of lay people from across the District.
2. The District Office shall make every effort to send all available reports to the churches at least two weeks prior to Conference.
3. The District Administration shall be authorized to prepare material for the purpose of introducing lay delegates and new pastors to the purposes and process of Conference.
4. The District Treasurer's Report shall be reproduced for use by Conference delegates.
5. Registration at Conference must be completed by the second day at noon for inclusion in the Report of the Committee on Credentials.
6. A registration fee shall be set for Conference.
7. The leadership of Conference shall have the freedom to take evening offerings so that those with a desire to do so be given opportunity to contribute to the expenses of Conference and that any excess monies be placed in the Pastoral Emergency Fund or used at the discretion of the District Executive Committee (hereinafter called "DEXCOM").

### **B. Committees**

1. The Standing Committees of Conference shall not be composed of persons who are elected to serve on the District Committee which administers and advises the same area (for example, a person elected to the District Disciplemaking Ministries Committee should not be elected to the Conference Committee on Disciplemaking Ministries which evaluates its work).

2. The Conference Committee on Nominations shall be limited to no more than twelve (12) members.
3. The Rules Committee shall ensure that the District Bylaws and Regulations are brought up-to-date at the conclusion of each Conference. The Chairman of the committee is appointed by the DEXCOM at its first meeting following Conference.
4. That the DEXCOM may nominate two elected members of the DEXCOM to serve on the Committee on Nominations during the time of nominating a District Superintendent.

**C. Procedures**

1. All appointed District Officers and/or Administrators shall be granted full voting privileges as delegates of Conference.
2. Any lay person elected to a District or Conference Standing Committee shall receive delegate status as long as he/she holds that position and maintains membership in good standing in a C&MA church of the District.
3. The expenses to Conference of the District Superintendent and staff shall be paid out of District funds.
4. All District capital improvement programs which involve indebtedness must be approved by Conference and include a specific plan for financing stating the amount of cash and pledges which will be on hand before the project is actually begun and the amount of indebtedness expected. Conference accepts the responsibility of total support for any project it approves.
5. On an annual basis a noon hour during Conference shall be selected by the District Superintendent to be set aside for prayer and fasting for all who wish to participate.

### **III. DISTRICT EXECUTIVE COMMITTEE**

**Financial Matters**

- A. The DEXCOM shall be permitted to establish a "Designated Account" combining all gifts received for designated purposes.
- B. Automobile travel allowance for individuals engaged in authorized District business shall be determined by the DEXCOM in accordance with current economy.

### **IV. DISTRICT TREASURER AND FINANCES**

- A. The District Superintendent shall be responsible for the preparation of the District budget which shall cover the needs of the District. This budget shall be submitted to the DEXCOM for its consideration and approval. It shall then become a part of the District Treasurer's Report which shall be referred to the District Committee on Finance and Budget and shall be presented by this committee to Conference for its final consideration and adoption.

- B. The District Superintendent shall maintain a District Administration Fund into which all contributions not otherwise designated are to be placed. He shall be authorized, after consultation with the District Treasurer, subject to the approval of DEXCOM, to transfer these monies to any other District fund as the need arises.
- C. The fiscal year for all funds of the District shall be the calendar year, (January 1 through December 31). Supplementary financial reports for the current fiscal year, as well as the reports for the previous completed year shall be presented to Conference at its biennial business meeting.
- D. Church Development Fund
  - 1. Objective of the Fund: The church development fund will enable the District to assist church plants and redevelopment churches by providing grants.
  - 2. Origination of Funds:
    - a. Interest income
    - b. If the District receives funds from the sale of property formerly belonging to a District church, after all related debts or expenses are paid or repaid, the balance shall become part of the Church Development Fund and be recorded as an addition of capital of that fund.
    - c. Designated gifts or bequests
- E. The District ADF line of credit will be made available to all types of churches for loans based on need as determined by the Superintendent in consultation with DEXCOM. A written contract for repayment will govern each loan.

## **V. DISTRICT CHURCHES**

### **Responsibilities**

- A. Local church support of all District ministries to meet the operational needs of the District Administration Fund and the Church Development Fund shall be accomplished through the following schedule of contribution percentages of the amount reported for local church operations and average Sunday morning attendance figures on "The Christian and Missionary Alliance Local Church Annual Report" for the preceding year:
  - 1. For churches under fifty (50), three percent (3%)
  - 2. For churches fifty (50) and above, but under seventy-five (75), five percent (5%)
  - 3. For churches seventy-five (75) and above, seven percent (7%).
- B. The raising of funds for local church building efforts, whether mortgages or building funds, shall be excluded from the DOB contribution calculation as shall funds paid for rental or lease of church property.

## **VI. VACATION SCHEDULE FOR OFFICIAL WORKERS**

The following is a minimum schedule of paid vacations for all licensed workers of the District after their years of total service in The C&MA:

From one (1) to five (5) years of service - two (2) weeks (including two [2] Sundays);

From six (6) to fifteen (15) years of service - three (3) weeks (including three [3] Sundays);

From sixteen (16) to twenty-five (25) years of service - four (4) weeks (including four [4] Sundays);

From twenty-six (26) years to retirement - five (5) weeks (including five [5] Sundays).

## **VII. PASTORS' EMERGENCY FUND**

An offering shall be received at Conference for voluntary contributions to the Pastors' Emergency Fund during the service when the District Superintendent presents his annual message. These monies shall be dispensed by the District Superintendent whenever some urgent financial need comes to his attention.

## **VIII. DISTRICT OVERSEAS WORKERS**

A listing of the names of the men and women who have gone to the foreign field from the District shall be compiled by the District Office and placed in the hands of all District pastors and prayer groups at least once a year. This listing shall include the name of the field and the original year of departure with modifications as necessary for creative access countries.

## **IX. DIVORCE**

The District shall support the Divorce Statute as it appears in the current edition of the *Manual of The Christian and Missionary Alliance*.

## **X. AMENDMENTS**

Amendments to these Conference Policies, not in conflict with the *Manual of The Christian and Missionary Alliance* or the District Bylaws, may be made by a simple majority of Conference.

Conference Policies (District and Prayer Conference 2016), **5.12.2016**

# **DEXCOM POLICIES**

## **ARTICLE I – MINISTRY DESCRIPTIONS**

### **A. DISCIPLEMAKING SPECIALIST, KEY RESPONSIBILITIES**

Under the direction of the Superintendent, the Director of Disciplemaking Ministries will seek to encourage disciplemaking by:

1. Serving as chairperson and providing leadership and vision for the District Disciplemaking Ministries Committee;
2. Connecting, resourcing and releasing committee members and ministry leaders throughout the district to
  - a. Develop, manage and assess disciplemaking events which include all age-levels of adult, youth and children;
  - b. Increase training at the district and local levels by teaching at events, contributing to the district newsletter and relaying content from national conferences; and
  - c. Provide consultations to ministry leaders to assist in the development of their local disciplemaking ministries.
3. Serving at the pleasure of the Superintendent with confirmation of DEXCOM. Term to run concurrently with the Superintendent.

### **B. ASSISTANT TO THE DISTRICT SUPERINTENDENT, KEY RESPONSIBILITIES**

Under the direction of the Superintendent, the Assistant to the District Superintendent will seek to make growth happen by:

1. Mentoring pastors of developing and revitalization churches as assigned by the Superintendent;
2. Leading pastors and boards of developing and revitalization churches to create and implement a strategic ministry plan as assigned by the Superintendent;
3. Coaching workers personally and encouraging peer-to-peer coaching between them;
4. Attending DEXCOM as a non-voting member;
5. Attending CMTeam meetings to report and coordinate church health efforts;
6. Performing any church health, multiplication, or judicatory ministries assigned by the Superintendent;
7. Serving at the pleasure of the Superintendent with confirmation of DEXCOM. Term to run concurrently with the Superintendent.
8. Meet regularly with the Superintendent.

### **C. MINISTRY SPECIALIST, KEY RESPONSIBILITIES**

Under the direction of the Superintendent, the Ministry Specialist will:

1. Support and develop District ministry women in all roles;
2. Administrate District education programs including the Ministerial Studies Program (MSP), continuing education, ordination/consecration coursework, and on-line courses;
3. Manage human resources including ministry candidates, assessment, District Ministry Bank;
4. Perform duties of Business Manager (excluding those done by Bookkeeper): prepare budget, submission to auditors, properties management, purchasing, expense authorization with Superintendent, payroll oversight, act as second chair Bookkeeper;
5. Attend DEXCOM and other committees as needed, as a non-voting member;
6. Perform administrative or ministry functions as assigned by the Superintendent;
7. Meet regularly with the Superintendent;
8. Serve at the pleasure of the Superintendent with confirmation of appointment by DEXCOM, with length of employment to run concurrently with that of the Superintendent.

### **D. MISSIONS MOBILIZER, KEY RESPONSIBILITIES**

Under the direction of the Superintendent, and in cooperation with the District Missions Committee and Global Link, the Missions Mobilizer will seek to make missions engagement happen in the District by giving attention to the following duties:

1. Making regular personal contact with District pastors and local churches to promote missions engagement;
2. Assessing each church regarding missions engagement, incorporating feedback from missionaries and churches on local church tours and conferences, and information on missions giving as reported by the National Office;
3. Developing and offering a range of presentations on the international work of the Alliance to make to congregations, and encouraging local churches to make use of the district speaker's bureau;
4. Providing training events for local church missions committees and oversee others to do the same;
5. Attending District Missions Committee Meetings and provide a report on activities including visits to churches, pastors, boards, and missions committees;
6. Serving at the pleasure of the District Superintendent with nominations for said role to be invited from the District Missions Committee, confirmation of appointment by DEXCOM, and term to run concurrent with that of the Superintendent.
7. Meet regularly with the District Superintendent.

## **E. REGIONAL POINT MEN, KEY RESPONSIBILITIES**

Under the direction of the Superintendent, the Regional Point Men (RPMs) will seek to make kingdom growth happen in the District by giving attention to the following duties:

1. Assess and monitor kingdom growth in eastern, central, and western regions of the District;
2. Give kingdom growth leadership to the District by pursuing opportunities in their own churches;
3. Provide kingdom growth consultation to the Superintendent, pastors, and churches;
4. Assist the Superintendent with specific kingdom growth opportunities;
5. Report directly to the Superintendent;
6. Serve at the pleasure of the Superintendent. It is assumed that the normal pastoral duties of the RPMs take precedence over District work, and that District work is done as the pastors are available in consultation with their church elder boards.

## **F. STRATEGIC GROWTH SPECIALIST, KEY RESPONSIBILITIES**

Under the direction of the Superintendent, the Strategic Growth Specialist will seek to make growth happen by:

1. Identifying growth opportunities for new and existing churches and developing specific strategic plans to exploit them;
2. Identifying persons with traits and talents for initiating and developing to deploy in these opportunities;
3. Mentoring the above persons to increase their capacity and effectiveness for strategic growth;
4. Coaching the above persons and churches in the implementation of specific strategic growth plans;
5. Attending CMTeam as an *ex-officio* member and DEXCOM as a non-voting member;
6. Performing any church health, multiplication, or judicatory ministries assigned by the Superintendent;
7. Reporting in writing to DEXCOM at their regular meetings;
8. Serving at the pleasure of the Superintendent with confirmation of appointment by DEXCOM, with term of office to run concurrently with that of the Superintendent.
10. Meet regularly with the Superintendent.

## **ARTICLE II – CHURCH BUILDING AND REAL PROPERTY POLICIES**

- A. The DEXCOM shall appoint building committees as needed that are available to give consultation and advice to churches within their area when a church is entering into a building program.
- B. Any church planning to repair, remodel, or build a structure, or planning to purchase real estate with a projected cost exceed 25% of the previous year's church operating expenses shall submit to DEXCOM:
  - 1. Preliminary plans and specifications for the project.
  - 2. Previous three years and current year to date church financial reports including income, expense, cash on hand and outstanding loans.
  - 3. The proposed method of financing the project.
- C. Each pastor shall be responsible for advising his governance authority and Building Committee of these policies.
- D. When a mortgage debt is incurred in the name of the District, the additional contingent liabilities to be incurred will be reviewed and considered by the Board of Directors of the District.

## **ARTICLE III – ESTABLISHMENT OF AUXILIARY CORPORATIONS**

### **Background:**

Occasionally a church may consider the establishment of an auxiliary corporation for the purpose of outreach, education, etc. There may be potential benefits from such an action and also pitfalls to be considered and avoided. This policy is intended to maximize the benefits and to avoid or minimize the pitfalls. Northeastern District churches considering establishing subsidiaries should recognize the risk and complexity of such an action, prayerfully and realistically evaluating the ability of the church to take it on and adequately oversee it.

### **Policy:**

No accredited Northeastern District Church may establish a subsidiary corporation without the knowledge and prior approval of the District Executive Committee (DEXCOM). The following requirements must be met before the DEXCOM will consider approving such establishment:

- 1. A church considering the possibility of the establishment of an auxiliary corporation shall contact the District Superintendent before proceeding.
- 2. Upon the decision by a church Governance Authority to pursue establishment of a subsidiary corporation, they shall notify the DEXCOM through the District Superintendent for guidance and consultation.
- 3. The church must provide the DEXCOM with clear statements of purpose and vision for the subsidiary.
- 4. A complete business plan, including financial plans and projections, must be submitted.
- 5. Minutes of church Governance Authority and Congregational meetings indicating approval for the subsidiary (including approval of business plan, financing, leases or purchases of property, renovation or construction plans, etc.) must be submitted to DEXCOM.

6. Documentation that appropriate legal counsel has been received and followed must be submitted to DEXCOM.
7. All documents including at least those related to incorporation, bylaws, lease or purchase of property, financing, governmental approvals and tax forms must be submitted to DEXCOM for review prior to execution.
8. All of the above must be available to DEXCOM at least 90 days prior to the planned date of incorporation.
9. Upon receipt of and/or compliance with all of the above, DEXCOM shall approve, or disapprove the incorporation or, if necessary, request more information from, or additional follow-up by, the church.

#### **ARTICLE IV – CONFLICTS OF INTEREST**

- I. **Disclosure of Interests.** Each officer of The Northeastern District of The Christian and Missionary Alliance, whether elected or appointed, and each member of The Northeastern District Executive Committee (DEXCOM) of The Christian and Missionary Alliance shall disclose in writing to the DEXCOM (or to the parties to which the DEXCOM 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 Northeastern District of The Christian and Missionary Alliance or that is connected with and subordinate to The Northeastern District of The Christian and Missionary Alliance other than accredited churches (a “Related Entity”) as defined herein. An officer of The Northeastern District of The Christian and Missionary Alliance or member of the DEXCOM 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.
- II. **Time and Manner of Disclosure.** Disclosure is to be made by the officers of The Northeastern District of The Christian and Missionary Alliance and members of the DEXCOM within 30 days of the date they become officers or members as to any interest then existing or within 30 days after such interest is acquired. The DEXCOM 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.
- III. **Abstention from Discussion and Voting.** In the event that the DEXCOMs’ 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 DEXCOM, the best interests of The Northeastern District of The Christian and Missionary Alliance would be served thereby.

## **ARTICLE V – AMENDMENTS**

Amendments, not in conflict with the *Manual of The Christian and Missionary Alliance*, District Bylaws, or Conference Policies may be made by a two-thirds majority of the DEXCOM.