

BYLAWS OF THE
ASSOCIATION OF THE
CHURCHES OF GOD IN
OREGON AND SOUTHWEST
WASHINGTON



Adopted by the Association of the Churches of God in Oregon and Southwest Washington

JULY 29, 2015

AMENDMENTS

2016, July 27 - Association Annual Business Meeting amendment

Article 10.4 *“Electronic attendance and voting is permitted at meetings.”* The old Article 10.4 would become Article 10.5. Refer to Annual Business Meeting minutes of July 27, 2016

Article 10.4 Electronic attendance and voting is permitted at meetings.

Article 10.5 A quorum shall consist of the voting members present at a duly-called meeting. No absentee ballots will be permitted.

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Article I. NAME

- 1.1 The name of this corporation is The Association of the Churches of God in Oregon, Inc., doing business as The Association of the Churches of God in Oregon and Southwest Washington, hereafter referred to as "The Association". The Association is a voluntary organization associated with Church of God Ministries, Anderson, Indiana, and all related organizations that are approved by Church of God Ministries, Anderson, Indiana.
- 1.2 The present location of business is 5247 Portland Road NE, Salem, Oregon 97305.
- 1.3 Hereafter, the principal office for the transaction of business shall be a location determined by the District Council, hereafter referred to as "The Council", in consultation with the District Pastor.
- 1.4 Notwithstanding any other provision of these Bylaws, the intents for which the Corporation is organized are exclusively for charitable, religious, and educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions.

Article II. PURPOSE, VISION AND MISSION

- 2.1 The **purpose** of The Association is:
 - 2.1.1 To conduct business as the legally-incorporated body of the Association of the Churches of God in Oregon, Inc.
 - 2.1.2 To provide assistance to Oregon and Southwest Washington congregations and be a channel through which local congregations shall be mobilized to fulfill our united vision and mission.
- 2.2 The **vision** of The Association is for every believer to fulfill the mandate of the Great Commission, the Great Commandments, and the teachings of Jesus Christ.
- 2.3 The **mission** of The Association is:
 - 2.3.1 To create and maintain ministries that will strengthen, encourage, supplement, and promote local congregations of The Association.
 - 2.3.2 To inspire commitment to the teachings, mission, and theological perspectives of the Church of God, Anderson, Indiana.
 - 2.3.3 To provide support for the development of healthy Church of God congregations.

Article III. VOTING MEMBERS

- 3.1 Members of The Association with voting privileges are as follows:
 - 3.1.1 All members of the Ministerial Fellowship (see Article VII).

- 3.1.2 Officers of the Corporation, District Executives, and District Council members.
- 3.1.3 Lay Delegates: Each congregation of The Association is entitled to select, based on average attendance, one (1) lay delegate for every fifty (50) people or portion thereof. Each congregation is entitled to a minimum of one (1) delegate.
- 3.2 The voting membership, by at least two-thirds (2/3) majority, may declare an exemption, on occasion, when individual ministers, laypersons, or congregations are recognized by the voting members as adhering to the Biblical principles to which The Association itself is committed.
 - 3.2.1 If a name is approved by the voting members, voting privileges may be extended to the person whose name has been submitted; however, such voting privileges extend only to the meeting, including all sessions thereof, at which the approval of voting privileges is granted.
 - 3.2.2 Article (III) governing voting members applies to business meetings only, and does not affect in any way the religious standing, rights, and privileges of either ministers or laypersons.
- 3.3 The voting membership, by at least two-thirds (2/3) majority, reserves the right to refuse voting privileges to any person it deems unqualified.

Article IV. OFFICERS

- 4.1 The officers of The Association are the Chairperson of The Council, Secretary, Treasurer and the District Pastor.
- 4.2 The Chairperson of the Council is selected by the Nominating Committee and ratified by the voting members at the annual meeting. The term of office is for three (3) years.
- 4.3 The District Pastor serves on The Council and is ratified by the voting members (see Article 5).
- 4.4 The Secretary is appointed annually by The Council from among its members.
- 4.5 The Treasurer is selected by The Council. The term of office is for three (3) years.
- 4.6 Duties of Officers
 - 4.6.1 Chairperson of The Council
 - 4.6.1.1 Serves as the Chairperson for The Council and business meetings of the Association.
 - 4.6.1.2 Serves as President of the Corporation.
 - 4.6.1.3 Manages the affairs of The Council under the general direction of the Council.
 - 4.6.1.4 Is accountable to The Council for the proper conduct of business according to the policies established by The Council.
 - 4.6.1.5 Represents The Association when requested or necessary.

4.6.1.6 May sign legal documents as instructed by The Council.

4.6.2 Secretary

4.6.2.1 Keeps or causes to be kept accurate minutes and records of all meetings, proceedings, and actions of The Council, the annual business meeting, and all special business meetings of The Association.

4.6.2.2 Ensures that notice of all meetings be given to the members of The Association in a manner consistent with the Bylaws and with the policies and procedures of The Association.

4.6.3 Treasurer

4.6.3.1 Has oversight of all financial records of The Association and presents financial reports to The Association at its annual meetings.

4.6.3.2 Provides for a monthly statement of income and expenditures to be reported to the members of The Council.

4.6.3.3 Causes all bills presented to The Association to be paid when approved by The Council or the District Pastor, or by resolution of The Association, except that regular and monthly accounts may be paid as they occur.

4.6.3.4 The Treasurer's books shall be open at all times for inspection by the officers of The Association and, at reasonable times, by any member of The Association.

4.6.4 District Pastor

4.6.4.1 Serves as Primary Vision Caster for The Association and exercises supervision, direction, and control over the daily operations of The Association's activities and affairs.

4.6.4.2 Serves as Chief Executive Officer.

4.6.4.3 May sign legal documents as instructed by The Council.

4.6.4.4 Provides regular reports of the organization's work to The Council and a report at the annual business meeting.

4.6.4.5 Serves as an ex-officio, non-voting member of any Task Force reporting to The Council.

Article V. DISTRICT PASTOR

5.1 The District Pastor manages the business affairs of The Association. The District Pastor holds that office at the pleasure of The Council and The Association membership or until he/she resigns the office.

5.2 Duties of District Pastor

5.2.1 The District Pastor is accountable to The Council for the proper and legal conduct of the business of The Association according to the policies established by The Council.

5.2.2 The District Pastor is responsible for the organization of the work of The Association and for the engagement, supervision, direction and discharge of all employed personnel in accordance with the *Office Policy Manual*.

5.3 Selection or Removal

5.3.1 The selection of the District Pastor is as follows: The Council presents a candidate to be ratified by an affirmative vote of at least three-fourths (3/4) of the voting members of The Association present at a regular or special meeting called for that purpose.

5.3.2 The removal of the District Pastor requires the affirmative vote of at least two-thirds (2/3) of the voting members of The Association present at a regular or special meeting called for that purpose.

Article VI. DISTRICT COUNCIL

6.1 Membership

6.1.1 The Council is comprised of the Chairperson of The Council and one (1) representative from each of the approved regions.

6.1.2 The District Pastor, and the Treasurer are ex-officio, non-voting members.

6.1.3 The regional representatives are selected by their region and serve on a balanced rotation basis for terms of three (3) years.

6.2 Qualifications

6.2.1 Persons qualified to serve on The Council must support the district leadership and commit to attending the regular and special meetings of The Council.

6.2.2 Members are selected on the basis of spiritual gifts, skills, and experiences.

6.2.3 Persons qualified to serve on The Council are participating members of The Association and are in good standing in a local Church of God congregation. Each member must support the purpose, mission, and vision of The Association (see Article II).

6.3 Duties and Responsibilities

6.3.1 The Council provides broad parameters, resources, and sound financial management for the accomplishment of The Association's mission, and:

6.3.1.1 Transacts any business as may be referred to The Council by The Association.

6.3.1.2 Selects a District Pastor candidate to be presented to The Association for ratification when the position becomes vacant.

6.3.1.3 Performs an annual evaluation of the District Pastor.

6.3.1.4 Receives the resignation of, or recommends the termination of the District Pastor (see Article 5.3.2) and appoints an Interim District Pastor as necessary to transition when the position becomes vacant.

- 6.3.1.5 Adopts, amends and repeals The Association's Guiding Policies and The Council's procedures.
- 6.3.1.6 Assists, encourages and supports the accomplishment of The Association's mission.
- 6.3.1.7 Presents an annual budget to be ratified by The Association.
- 6.3.1.8 Receives and reviews reports from The Association's Task Forces, Boards, Ad Hoc, and standing committees.
- 6.3.1.9 Authorizes any and all Association fund campaigns.
- 6.3.1.10 Maintains oversight of property owned by The Association.

6.4 Meetings

- 6.4.1 The Council meets two or more times each calendar year as necessary to fulfill its duties and responsibilities.
- 6.4.2 Written notice of The Council meeting shall be issued at least fourteen (14) days in advance of the scheduled meeting.
- 6.4.3 A quorum for meetings of The Council is a simple majority of its voting members.
- 6.4.4 Any decision ordered by a simple majority of The Council present at a duly-called meeting when a quorum is present is an act of The Council.
- 6.4.5 Special meetings may be called by the Chairperson of The Council, the District Pastor, or upon petition to the Chairperson by at least three (3) of The Council members. Notice of special meetings called will be given at least fourteen (14) days in advance of the meeting with the business of the meeting stated in the notification. Upon agreement by The Council Chairperson and the District Pastor, the fourteen (14) day advance notice of a special meeting may be waived.
- 6.4.6 Telephonic and electronic attendance is permitted for meetings.
- 6.4.7 Upon agreement by The Council Chairperson and the District Pastor, e-mail votes may be conducted.

6.5 Removal, Resignation and Vacancy

- 6.5.1 Any member may be removed for proper cause as defined by the Guiding Policies of The Association.
- 6.5.2 Any member may resign by giving written notice to the Chairperson or Secretary of The Council. Any resignation takes effect the day of receipt of said notice or at later date as specified therein.
- 6.5.3 Upon the notice of a vacancy of The Council Chairperson, The Council appoints a person to serve in that position until the next annual business meeting, at which time the Nominating Committee submits a name to be ratified for the remainder of the unexpired term.
- 6.5.4 Upon notice of a vacancy of a regional Council member, that position remains vacant until filled by that region.

Article VII. MINISTERIAL FELLOWSHIP

- 7.1 The Ministerial Fellowship consists of all ministers in good standing within The Association who are ordained, licensed, or commissioned in the Church of God and are registered in the *Church of God Yearbook* within the last two (2) years; including:
- 7.1.1 Ministers who are actively engaged in ministry with The Association.
 - 7.1.2 Ecumenical ministers who serve while maintaining relationship with The Association.
 - 7.1.3 Retired ministers who maintain identity and affiliation with The Association.
- 7.2 Ministerial Fellowship governs themselves as set forth by their own bylaws and shall oversee the Credentials and Advisory Board.
- 7.2.1 Credentials and Advisory Board
 - 7.2.1.1 The Credentials and Advisory Board serves in the interest of The Association and has authority to make credentialing decisions and take appropriate action for the commissioning, licensing and ordaining of ministers in the Church of God; for certifying commissioned, licensed and ordained ministers; and certifying congregations in the Church of God, Anderson, Indiana.
 - 7.2.1.2 The Credentials and Advisory Board exists to encourage and support approved ministers and congregations in The Association and to consider matters pertaining to qualification, certification, discipline of ministers and congregations, and to render appropriate judgment and resolution.
 - 7.2.1.3 Members of the Credentials and Advisory Board are selected and governed by the Ministerial Fellowship of The Association.
 - 7.2.1.4 The Credentials and Advisory Board is guided by the current edition of the *Credentials Manual of the Church of God, (Anderson, Indiana)*, and all other related and written policies adopted by the Credentials and Advisory Board.

Article VIII. ORGANIZATIONS

- 8.1 The Association maintains the following standing organizations: Nominating Committee and the Camp White Branch Board.
- 8.1.1 The Council may also establish Ad Hoc committees or Task Forces to delegate such portions of The Council's authority as they may desire with the exception of the hiring or termination of employment of the District Pastor; amending, repealing, or adopting bylaws; or approving any contract or transaction in which The Association is a party.
 - 8.1.2 The Ad Hoc committee or Task Force members need not be members of The Council.
 - 8.1.3 Task assignments that are appointed, recommended, or delegated to a committee functions under the direction of The Council.
- 8.2 Nominating Committee

- 8.2.1 The Council annually appoints a Nominating Committee, and is comprised of two (2) regional members of The Council and three (3) members at large of The Association. The District Pastor is an ex-officio, non-voting member of the Nominating Committee.
- 8.2.2 The Council appoints one of the Nominating Committee members to be the Chairperson of the Nominating Committee.
- 8.2.3 The Committee nominates The Council Chairperson and the Camp White Branch Board members to be ratified at the annual meeting of The Association.
- 8.2.4 The Committee, prior to the annual meeting of The Association:
 - 8.2.4.1 Fully explains to potential candidates their duties and responsibilities.
 - 8.2.4.2 Obtains from each candidate consent to present their name for ratification.
- 8.3 Camp White Branch
 - 8.3.1 It is the duty of the Camp White Branch Board to oversee all aspects of the operations of Camp White Branch as the official camping ministry of The Association.
 - 8.3.2 The Camp White Branch Board prepares an annual budget to be approved by The Council and ratified by The Association.
 - 8.3.3 The Camp White Branch Board consists of:
 - 8.3.3.1 Six (6) members ratified by The Association. These members serve three (3) year terms. Terms are staggered so that no more than one-third (1/3) expire in any one (1) year.
 - 8.3.3.2 Camp White Branch Camping Coordinator who is selected by the Camp White Branch Board.
 - 8.3.3.3 Camp White Branch Facilities Manager who is a non-voting advisory member.
 - 8.3.3.4 Additional members as needed who may be recommended by the Camp White Branch Board for one (1) year terms and must be approved by The Council.
 - 8.3.3.5 The Chairperson must be a member in good standing of a recognized Church of God congregation.

Article IX. AFFILIATED ORGANIZATIONS

- 9.1 The Association recognizes its relationship with affiliated organizations. These relationships may be in the form of fellowship, partnership in ministry, or covenant relationships. Affiliated organizations, determined by The Council, may include but are not limited to the following: Minister's Wives Fellowship; The Men of the Church of God; Christian Women Connection; and Warner Pacific College.
- 9.2 Those affiliated organizations requesting funds from The Association must enter a covenant relationship, as determined by The Council.

Article X. MEETINGS OF THE ASSOCIATION

- 10.1 The Association will meet at its annual business meeting prior to September 1st with a specific date and time to be determined by the District Pastor and The Council. Notification of the annual meeting shall be provided to each congregation and voting member of The Association at least thirty (30) days prior to the meeting date.
- 10.2 Special meetings may be scheduled by The Council. A thirty (30) day written notice stating the business to be considered shall be provided to each congregation and voting member.
- 10.3 All meetings of the voting members are to be conducted in an orderly manner.
- 10.4 Electronic attendance and voting is permitted at meetings.
- 10.5 A quorum shall consist of the voting members present at a duly-called meeting. No absentee ballots will be permitted.

Article XI. AMENDMENTS

- 11.1 These Bylaws may be amended at any annual or special meeting of The Association. Each proposed amendment must be presented to The Council not less than sixty (60) days prior to the annual or special meeting at which the proposed amendment is to be considered and acted upon.
- 11.2 A notice of meeting at which a change of bylaws will be considered shall be made available in writing to voting members of The Association at least thirty (30) days in advance of such meeting.
- 11.3 An affirmative vote of at least two-thirds (2/3) majority of voting members present and voting is required for passage of amendments to The Bylaws.

Article XII. INDEMNIFICATION

- 12.1 Every Board member or Officer of The Corporation and his/her executors, administrators, and estate shall be indemnified and held harmless, out of the funds of The Corporation, from and against:
 - 12.1.1 All costs, charges, damages, and expenses whatsoever that the Member or Officer sustains or incurs in or about any action, suit, or proceeding which is brought, commenced, or prosecuted against him, or in respect of any act, deed, or matter of thing whatsoever, done, or permitted by him, in or about the execution, in good faith, of the duties of his office or in respect of any such liability.
 - 12.1.2 All other costs, charges, damages, and expenses which the Member or Officer sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges, or expenses as are occasioned by the Member's or Officer's own willful neglect or default. The Association shall carry such sufficient indemnification insurance as is currently available and can be reasonably afforded by the organization.

Article XIII. PLAN FOR DISSOLUTION

- 13.1 Upon the dissolution of The Association, any assets remaining after payment or provision for payment, of all debts and liabilities of this Corporation shall be distributed to an existing Church of God (Anderson, IN) exempt organization(s) which shares like faith, mission, and purpose, and which is tax exempt under Internal Revenue Code Section 501(c) (3).
- 13.2 Such distribution shall be implemented in accordance with the applicable provisions of the laws of the State of Oregon and the membership of The Association.

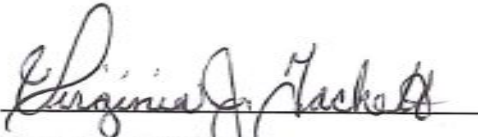
These Bylaws are a replacement for any and all Bylaws previously approved by The Association.



Robert B. Haskell, Chairperson

7/29/15

Date Approved



Virginia J. Tackett, Secretary