

The Great Lakes Provisional Annual Conference Bylaws

Article I

Section 1. Introduction. These Bylaws constitute the regulations adopted by the Great Lakes Provisional Annual Conference, Inc. (the “annual conference”) of the Global Methodist Church (the “GM Church, Inc.”).

Section 2. Powers.

A. The Great Lakes Provisional Annual Conference, Inc. shall have the purposes and powers as may be stated in its **Articles of Incorporation**, and such powers as are now or may be granted hereafter by the **Indiana 2019 Code, Title 23, Article 17, Nonprofit Corporations (the “Act”), or any successor legislation.**

B. The Great Lakes Provisional Annual Conference, Inc. is subject to the provisions and governance of the GM Church’s *Transitional Book of Doctrines and Discipline* (the “*The*”), as amended from time to time, and any subsequent *Book of Doctrines and Discipline* (the “*BD&D*”) adopted by the GM Church’s General Conference. The *TBD&D* and *BD&D* shall take precedence over these bylaws in the event of a conflict or the silence of these bylaws on any topic.

Section 3. Purposes. The Great Lakes Provisional Annual Conference, Inc. is an association of congregations, clergy persons, and laity within the GM Church denomination. It is organized exclusively for religious purposes, which purposes include, but are not limited to, the following, as defined by the GMC *TBD&D*:

A. The mission of the GM Church, Inc. is to make disciples of Jesus Christ who worship passionately, love extravagantly, and witness boldly.

B. As a Wesleyan expression of Christianity, the GM Church, Inc. professes the Christian faith, established on the confession of Jesus as Messiah, the Son of God, and Resurrected Lord of heaven and earth.

C. Remain rooted and grounded in the Scriptures and in the historic teachings of the Christian church as defined in our *Articles of Religion* and *Confession of Faith* and understood through the Wesleyan lens of faith.

D. Aspire to introduce all people, without exception, to Jesus Christ, recognizing that the mission in which we are engaged has eternal consequences. We are committed to carrying out the Great Commission of Jesus in Matthew 28 to go into all the world to make disciples of Christ, teaching and baptizing in His name.

E. Lead all those who experience the new birth in Jesus to deepen and grow in their relationship with Him, inviting the Holy Spirit to produce spiritual fruit within their lives as they similarly manifest the gifts of that Spirit. We encourage all to participate in discipleship and accountability groups, such as Wesleyan classes and band meetings, and to

utilize all the other means of grace to achieve this end.

F. Model the love of God in order to respond to the summons to love the Lord our God with all of our heart, mind, soul, and strength and to love our neighbors as ourselves. To this end, we are committed to fulfilling the commandment in John 21 of lovingly feeding and tending to the flock of God and others, worshiping God in spirit and in truth, and watching over one another in love. This the church does until, perfected in love, it experiences the fullness of God's restored Kingdom with Christ.

G. Recognize the laity as the people of God and a royal priesthood, chosen and empowered for the work of God in this world in full partnership with our clergy. We affirm the participation and leadership of those of all races, ethnicities, nationalities, sexes, and ages in the Body of Christ.

H. Encourage and affirm the call of God in the lives of clergy who are grounded in the authoritative witness of the Scriptures, set apart by the church, and recognized to possess the necessary gifts and graces for ministry in alignment and accountability with our settled doctrines and discipline.

I. Display a "catholic spirit" to the church universal, cherishing our place within the greater Body of Christ through mutual respect, cooperative relationships, and shared mission with others wherever possible. We envision a global church in which all work together, resourcing and learning from one another, to fulfill the tasks of the church given to it by God.

J. Provide an organization and structure that is able to accomplish its primary functions of support with a connexional polity that can empower and multiply the gifts of all for the sake of Christ's work in the world.

K. Additional general purposes and powers are:

1. To solicit, collect, receive, acquire, hold and invest money and property, both real and personal, including money and property received by gift, contribution, bequest, or devise; to sell and convert the property, both real and personal, into cash, and to use the funds of the annual conference and the proceeds, income, rents, issues, and projects derived from any property of the annual conference for any of the purposes for which the annual conference is formed;
2. To purchase, acquire, own, hold, sell, assign, transfer, dispose of, mortgage, pledge, hypothecate, or encumber shares, bonds, notes, debentures, or other securities or evidence of indebtedness of any person, firm, corporation, or association and, while the owner or holder of them, to exercise all rights, powers, and privileges of ownership;
3. To purchase or acquire, own, hold, use, lease (either as lessor or lessee), sell, exchange, assign, convey, dispose of, mortgage, hypothecate, or encumber real and personal property;

4. To enter into, make, perform and carry out contracts of every kind for any lawful purpose without limit on amount with any person, firm, association or corporation, municipality, county, parish, state, territory, government, or other municipal or governmental subdivision;
5. To borrow money, incur indebtedness, and secure repayment by a mortgage, pledge, deed of trust, or other hypothecation of property, both real and personal; and
6. To do all things necessary, expedient, or appropriate to the accomplishment of any of the objects and purposes for which this corporation is formed.

L. Notwithstanding any of the above statements of purpose and powers, this corporation shall not engage in any activities or exercise any powers that are not in furtherance of the primary purposes of the GM Church or the annual conference. No part of the net earnings of the GM Church or the annual conference shall ever inure to or for the benefit of or be distributable to its members, board or committee members, officers, or other private persons, except that the annual conference shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes for which it was formed (e.g., benevolence gifts to those in need).

M. Notwithstanding any other provisions of these Bylaws, the annual conference shall not carry on any other activities not permitted to be carried on (a) by an association exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or any corresponding or successor provision of any United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or any corresponding or successor provision of any United States Internal Revenue Law).

Section 4. Statement Faith and Doctrinal Standards. The annual conference shall maintain its beliefs and practices in accordance with the GM Church Doctrinal Standards, and Social Witness stated in the GM Church *TBD&D* and any subsequent GM Church *BD&D*.

Article II Membership

Section 1. The voting membership of an annual conference shall be composed of active deacons, active elders, and active senior clergy who meet the qualifications of the *TBD&D* or *BD&D*, as well as at least an equal number of lay members elected by each charge or by the district or annual conference. Each charge shall be entitled to as many lay members as it has appointed clergy. Notwithstanding any other provisions of these bylaws, the voting membership of the Annual Conference shall include voting rights as provided under the Indiana Nonprofit Corporations Code.

Section 2. The annual conference may add as lay members of the annual conference those who are serving in conference leadership positions.

Section 3. The annual conference shall determine the method of electing additional lay members to equalize the number of clergy members as defined in Section 1. Only the laity shall vote in the election of equaling laity. Such members may be elected by a charge conference, district conference, or the annual conference, but they must be elected and not appointed.

Section 4. If not otherwise a voting member of the annual conference, the conference attorney shall be seated in the annual conference and shall be given the privilege of the floor without a vote.

Article III Meetings

Section 1. The bishop or president *pro tempore* shall appoint the time and place for holding the annual conference in coordination with whatever committee or group is tasked with planning and organizing the conference.

Section 2. Where necessary, due to local conditions that prevent the physical assembling of delegates, the bishop may, with a two-thirds vote of the cabinet, authorize the conducting of the conference via electronic or other digital means.

Section 3. A special session of the annual conference may be held at such time and in such place as shall have been determined by the annual conference after consultation with the bishop or by the bishop with the concurrence of three-fourths of the presiding elders (district superintendents). A special session of the annual conference shall have only such powers as are stated in the call unless the annual conference by a two-thirds vote shall determine that other business may be transacted.

Section 4. *Quorum*—When the annual conference is in session, it shall require the presence of a majority of the whole number of members of the annual conference to constitute a quorum for the transaction of business; but a smaller number may take a recess or adjourn from time to time in order to secure a quorum, and at the final session may approve the journal, order the record of the roll call, and adjourn with no appointed date for resumption.

Section 5. The bishop assigned shall preside over the annual conference or, in case of inability, shall arrange for another bishop to preside. In the absence of a bishop or appointed president *pro tempore* (see Article VI, Section 1), the conference shall by ballot, without debate, elect a president *pro tempore* from among the ordained elders. The president *pro tempore* thus elected shall discharge all the duties of a bishop except ordination during the annual conference session in which they are elected.

Section 6. The annual conference shall elect a secretary (see Article VI, Section 4) and such other officers as it may determine.

Section 7. When at any time a lay member is unable to attend the session, the alternate lay member, if present, shall be seated. The lay member or the alternate, whichever is seated, has the responsibility of the lay member to report to the local church on the actions of the annual conference.

Article IV Annual Conference Powers and Duties

Section 1. General Powers. Annual conferences shall connect clergy and laity for shared ministry and accountability across a geographical region. It shall gather for edification, fellowship, and inspiration, as well as to plan and implement its purposes.

Section 2. Specific Powers and Duties. The annual conference is charged with the following responsibilities:

- A.** Create a program of ministry within its area that can fulfill the church's mission and enhance its witness.
- B.** Determine a program for raising and distributing funds necessary to conduct the work and mission of the church in its region.
- C.** Encourage and facilitate the planting of new churches, including the authorization of sponsorship by existing congregations, and charter such new congregations.
- D.** Establish the number of districts upon recommendation from the bishop, cabinet, and conference leadership.
- E.** Form such boards, committees, and agencies as may be required to further its mission, specifying the composition of each body and electing the members thereof.
- F.** Elect clergy and lay delegates to the General Conference according to the formula determined by the Transitional Leadership Council or the General Conference of the GM Church. Clergy delegates to the General Conference shall be members in full connection in good standing with the GM Church, or its predecessors, who have served a minimum of two years preceding their election. Lay delegates to the General Conference shall have been professing members of the GM Church, or its predecessors, for at least two years. Both clergy and lay delegates shall be elected by a minimum of fifty percent of votes cast plus one, with clergy voting for clergy delegates and laity voting for lay delegates.
- G.** Following the adoption of a constitution for the GM Church, vote on all constitutional amendments as approved by the General Conference and distributed to the annual conferences for ratification.

- H. The ordained clergy meeting in the executive session is to approve the ordination of the clergy as recommended by the annual conference board of ministry and to approve clergy status changes as recommended by the board of ministry.
- I. Establish minimum standards for parsonages and other ministry housing, as well as minimum compensation standards for clergy, if desired.
- J. Approve by a simple majority vote the transfer of a congregation into or out of the annual conference to or from another annual conference and approve by a simple majority vote the departure of a local church from the GM Church.
- K. Maintain the records of the annual conference, including the records of closed churches and annual statistical reports from all local churches.
- L. Adopt rules for its own governance, provided they do not conflict with the requirements of the *TBD&D* or the *BD&D*.

Article V
Councils, Boards, and Committees

Annual Conferences shall create the following councils, boards and committees. Each council, board, or committee shall adopt its own governance rules consistent with the *TBD&D* or the *BD&D*.

Section 1. Conference Leadership Council. During the transitional period from July 1, 2023, to December 31, 2023, the Conference Leadership Council shall be temporarily designated as the “Transitional Council” and shall consist of the persons who are members of the Transitional Conference Advisory Team (TCAT) as of June 30, 2023. In all other aspects, the Transitional Council shall function as the Conference Leadership Council as described elsewhere in this Article V. Thereafter, the Conference Leadership Council shall meet at least once per year face-to-face (absent exigent circumstances that would require electronic or other forms of meeting) for the purpose of communication and coordination of ministry among the boards and committees. The Conference Leadership Council shall serve as the Board of Directors of the Annual Conference as provided under the Indiana Nonprofit Corporation’s Code.

- A. Membership of the Conference Leadership Council shall consist of the following:
 1. The chair from each annual conference board or committee;
 2. The bishop or president *pro tempore*;
 3. One presiding elder (district superintendent) as a representative of the cabinet;
 4. The annual conference secretary;

5. The annual conference lay leader, if any;
 6. Any other conference officers elected by the annual conference, if any;
 7. Any members at large elected by the annual conference to obtain specific gifts, skills, or expertise, if any, upon nomination by the Nominations and Leadership Development Committee;
 8. The conference operating officer (COO), if any, and other appropriate conference staff persons, as the COO determines, shall serve as council members with a voice but without a vote.
- B.** The Conference Leadership Council shall have the following specific authority and responsibilities:
1. To engage in proactive strategizing, including a strategic plan for growth in discipleship and mission and to implement the priorities established by the annual conference, making recommendations to the boards and committees for implementation.
 2. To adjust the annual conference budget between sessions with published rationale, as long as it is within the total amount of the budget.
 3. To hire, with the consent of the bishop or president *pro tempore*, the conference operating officer and evaluate his/her work annually.
 4. To approve the staffing levels for all boards and committees, consistent with budget limitations, such staff to be hired by and responsible to the conference operating officer.
 5. To adopt policies and procedures, subject to annual conference approval, applicable to the annual conference, its boards and committees, and its other entities in alignment with the *TBD&D* and the *BD&D* and the priorities set by the annual conference.
 6. To coordinate proposals coming from the advisory boards and committees to the annual conference, including the proposed budget, to assure congruence with the church's mission and strategy, as well as congruence with each other.
 7. To initiate, staff, and set parameters for task forces dealing with issues beyond the scope of an individual board or committee.
 8. Any other responsibilities or authorities assigned by the annual conference, not in conflict with the *TBD&D* or the *BD&D*.

Section 2. *The Board of Ministry.* The Board of Ministry shall be responsible for overseeing the recruiting and credentialing of clergy for the furtherance of the

mission of the GM Church. The Board shall also oversee all clergy changes in clergy conference relations. The composition of the board and its powers and responsibilities shall be those set by the *TBD&D* and the *BD&D*.

Section 3. *Episcopacy Committee.* The Episcopacy Committee shall be responsible to support the bishop in the oversight of the spiritual and temporal affairs of the GM Church, with special reference to the area where the bishop has residential responsibility. The composition of the committee and its powers and responsibilities shall be those set by the *TBD&D* and the *BD&D*

Section 4. *Finance and Administration Committee.* The Finance and Administration Committee shall be responsible for developing, maintaining, and administering a comprehensive and coordinated plan of fiscal and administrative policies, budgets, procedures, pension and benefits plans (to the extent the annual conference is authorized to develop, maintain, and administer such plans by the General Conference), and management services for the annual conference. The committee's composition and its powers and responsibilities shall be those set by the *TBD&D* and the *BD&D*.

Section 5. *Nominations and Leadership Development Committee.* The Nominations and Leadership Development Committee shall nominate clergy and laity to serve on annual conference committees and boards, as provided in the *TBD&D* or *BD&D*. The committee's composition and its powers and responsibilities shall be those set by the *TBD&D* and the *BD&D*.

Section 6. *Committee on Investigation.* The Committee on Investigation shall be responsible for considering judicial complaints against clergy as set out in Part Eight Judicial Administration of the *TBD&D* or the *BD&D*. The committee's composition and its powers and responsibilities shall be those set by the *TBD&D* and the *BD&D*.

Section 7. *Administrative Review Committee.* The Administrative Review Committee shall ensure that the disciplinary procedures for resolving a substantiated administrative complaint are properly followed as required by *Judicial Practices and Procedures* and fair process. The committee's composition and its powers and responsibilities shall be those set by the *TBD&D* and the *BD&D*.

Section 8. The annual conference may create additional boards and committees to accomplish its work as it deems appropriate.

Article VI Officers

Section 1. Bishop. The annual conference, its churches, and its clergy shall receive oversight from a bishop who is chosen and assigned in the manner set by the GMC *TBD&D* or its successor *BD&D* adopted by future GM Church General Conferences. The bishop shall have such powers and responsibilities as set by the *TBD&D* and

the *BD&D*. Before the convening General Conference, in areas where no bishop or president *pro tempore* has yet been assigned residential responsibility, the Transitional Leadership Council shall be responsible for appointing pastors to local churches that lack them. The Transitional Leadership Council may appoint a president *pro tempore*, who is an elder given responsibility for the supervisory oversight of a geographical area until a bishop is assigned to oversee that area. The president *pro tempore* shall have such powers and responsibilities as a bishop under the *TBD&D* and *BD&D*, except that they shall not have the authority to ordain.

Section 2. Presiding Elder. As an extension of the office of the bishop, the presiding elder (district superintendent) shall oversee the total ministry of the clergy and churches in the district's communities in their missions of witness and service in the world. The presiding elder shall have such powers and responsibilities as set by the *TBD&D* and the *BD&D*. The presiding elder is appointed by and serves at the pleasure of the bishop, assuming such leadership responsibilities as the bishop determines for the health and effectiveness of the local churches in the district and annual conference.

Section 3. The Cabinet. Presiding elders (district superintendents), although assigned to districts, also have conference-wide responsibilities. Presiding elders become through their selection members first of a cabinet before the bishop subsequently assigns them to service in districts. The cabinet shall have such powers and responsibilities as set by the *TBD&D* and the *BD&D*. The cabinet under the leadership of the bishop is the expression of superintending leadership in and through the annual conference. In consultation with the Connectional Council, it is expected to speak pastorally to the conference and for the conference to the spiritual and temporal issues that exist within the region encompassed by the conference. When the cabinet considers matters relating to coordination, implementation, or administration of the conference program and other matters as the cabinet may determine, the conference lay leader and other conference staff, as appropriate, shall be invited to be present.

Section 4. Secretary. The annual conference shall elect a secretary who is responsible for maintaining the records and proceedings of the annual conference, making reports as needed, and fulfilling the responsibilities assigned by the annual conference. Paid staff persons may assist the secretary at the discretion of the annual conference. The secretary shall be considered an officer of the conference.

Section 5. Lay Leader. The annual conference may elect a lay leader from among the lay members of the annual conference to promote and make visible the ministry of the laity as equal partners with clergy and fulfill the responsibilities assigned by the annual conference. If so elected, the lay leader shall be considered an officer of the conference.

Section 6. Other officers. The annual conference, at its discretion, may elect other officers to serve in such capacity and fulfill such responsibilities as assigned by the annual conference.

Article VII Districts

The annual conference shall establish the number and boundaries of districts upon recommendation from the bishop, cabinet, and conference leadership. The districts, their churches, and their clergy shall receive leadership from the presiding elder assigned by the bishop or president *pro tempore*.

Article VIII Books and Records

Section 1. Records. The annual conference shall keep correct and complete books and records of account and shall also keep minutes of all annual conference, board, and committee meetings. The annual conference shall gather such district and congregational statistics as necessary to fulfill its purposes or are required by the *TBD&D* or *BD&D*.

Section 2. Right to Review Books and Records. Any member shall have the right to examine the books and records of the annual conference, except for confidential personnel records, and may do so only at a reasonable and convenient time as established by the annual conference. In any event, no member shall have the right to examine any personnel, financial, or medical information that would violate the personal privacy rights of staff, members, contributors, or guests as determined by the Annual Conference Finance and Administration Committee.

Article IX

Limitations of Liability and Indemnification

In the event a board or committee member, officer, employee, member, or agent of the annual conference, who is serving at the request of the annual conference, is made a party to a suit or proceeding, whether civil, criminal, administrative, or investigative, other than an action by or in the right of the annual conference, by reason of the fact that he or she is or was a board or committee member, officer, employee, member, or agent of the annual conference, the annual conference will indemnify or reimburse him or her against expenses, including reasonable attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the annual conference, and with respect to any criminal proceedings, if he or she had no reasonable cause to believe that any conduct was unlawful.

Article X

Amendment of Articles of Incorporation and Bylaws

The **Articles of Incorporation** and Bylaws may be amended, repealed, or new Articles of Incorporation or Bylaws may be adopted by the affirmative vote of seventy-five percent (75%) of the annual conference members at a meeting held for such purpose if a quorum is present.

Article XI Accounting Provisions

The annual accounting period for this corporation shall begin on the first day of January and shall end on the last day of December. All accounting procedures shall follow generally accepted accounting principles and be consistent with the requirements established by the GM Church Connectional Commission on Finance, Administration, Pensions, and Benefits.

Article XII Dissolution

The dissolution of the annual conference corporation shall be governed by the actions of the GM Church General Conference in accordance with the provisions of the *TBD&D* and *BD&D*. Upon dissolution or winding up of the Corporation, all assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall revert to the GM Church, or be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code or, as otherwise specified in the *BD&D*. Any such assets not so disposed of shall be disposed of exclusively for such exempt purposes by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located.

Article XIII Miscellaneous

Section 1. Inspection of Certificate of Formation and Bylaws. The annual conference shall keep in its principal office the original or a copy of its **Articles of Incorporation** and Bylaws, as amended to date, which shall be open to inspection by the members at all reasonable times during normal office hours. Digital copies of these documents shall be made available upon request.

Section 2. Construction of Definitions; Choice of Law; Mediation & Binding Arbitration and Venue. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the **Indiana Non-Profit Act** shall govern the construction of these Bylaws. The laws of the **State of Indiana** shall be controlling in any legal dispute related to the construction and/or implementation of these Bylaws.

Any claim or dispute arising from or relating to these Bylaws, including, but not limited to, the construction and/or implementation of these Bylaws, involving the annual conference, any of its officers or board or committee members, and/or its congregational, clergy, or lay members shall be settled by recourse to the processes provided in the *TBD&D* and the *BD&D*.

The venue for all disputes involving the annual conference, its officers and board or committee members, and/or its congregations, clergy, and lay members shall be in **Howard County, Indiana**.

Section 3. Choice of law; Venue. Any and all claims that are not precluded by the

internal religious organizational discipline, the *TBD&D*, or the *BD&D* are subject to the state law of **Indiana** with venue in a court of competent jurisdiction in Howard County, Indiana or in the Federal Court in the **Southern District of Indiana**.

Dated: _____

By: _____

Secretary