



2020/2021 Proposed Covenant Bylaw Amendments

These items will be voted on during the 135th Annual Meeting of the Covenant.

Section 7.8. The Agenda and Standing Rules

a. Agenda.

iii. Current Text

Copies of the proposed agenda and accompanying materials shall be available to delegates electronically or in writing thirty days prior to the meeting. Hard copies of the agenda will be available to delegates when they arrive at the Annual Meeting.

Section 7.8.a.iii. Proposed Text

Copies of the proposed agenda and accompanying materials shall be available to delegates electronically or in writing thirty days prior to the meeting. ~~Hard copies of the agenda will be available to delegates when they arrive at the Annual Meeting.~~

Move to replace “Hard copies of the agenda will be available to delegates when they arrive at the Annual Meeting” to provide more flexibility in how and when the agenda is provided and accessed by the delegates.

Section 7.10. Board Nominations and Elections

e. Current Text

At least five of the elected members of the Executive Board shall meet the criteria of the ECC policy on ethnic representation and shall be elected for nonconcurrent terms. At least three of the elected members of the Board of Nominations and the Board of Trustees of North Park University shall meet the criteria of the ECC policy on ethnic representation and shall be elected for non-concurrent terms. At least two elected members of each of the other boards shall meet the criteria of the ECC policy on ethnic representation and shall be elected for non-concurrent terms.

Section 7.10.e. Proposed Text

At least five of the elected members of the Executive Board shall meet the criteria of the **Covenant policy on ethnic representation and shall be elected for non-concurrent terms. At least **four** of the elected members of the Board of Nominations **and the Board of Ordered Ministry** and three of the elected members of the Board of Trustees of North Park University shall meet the criteria of the **Covenant** policy on ethnic representation and shall be elected for non-concurrent terms. At least two elected members of each of the other boards shall meet the criteria of the **Covenant** policy on ethnic representation and shall be elected for non-concurrent terms.**

Move to increase the minimum threshold on the number of elected board members on the Board of Nominations and Board of Ordered Ministry that meet the criteria of the Covenant policy on ethnic representation. This will ensure at least one member from each Covenant

Ethnic Association be represented in these three governing bodies.

Section 8.2. Composition and Selection of the Executive Board

e. Meetings

ii. Current Text

The Executive Board may hold special meetings. A special meeting may be called upon the written approval of ten elected members of the Executive Board or by the president of the ECC. Notice of each special meeting shall be sent to each member of the Executive Board at least fourteen days in advance, except in emergencies.

Section 8.2.e.ii. Proposed Text

The Executive Board may hold special meetings. A special meeting may be called by Executive Board officers or by the president of the Covenant. Notice of each special meeting shall be sent to each member of the Executive Board at least fourteen days in advance, except when the officers deem necessary.

Move to have text reflect current practice of the Executive Board officers or the president of the Covenant call for a meeting of the Covenant Executive Board. This allows for greater flexibility and connection as deemed necessary.

Section 10.6. Board of Pensions and Benefits. Current Text

a. The denominational ministry of pensions and benefits is governed by the Annual Meeting and the Board of Pensions and Benefits.

b. The Board of Pensions and Benefits shall have twelve elected members and the ex-officio members identified in these Bylaws. Each member of the Board of Pensions and Benefits serves all ECC congregations.

i. Candidates for the Board of Pensions and Benefits shall be slated according to the procedures of the Board of Nominations and elected by the Annual Meeting. The Board of Pensions and Benefits may recommend candidates to the Board of Nominations.

ii. The Board of Pensions and Benefits shall have the following ex-officio members: the executive director of finance, the executive minister of the ordered ministry, a liaison from the Council of Superintendents appointed by the president of the ECC, and a liaison from the Executive Board of the ECC appointed by the Executive Board of the ECC.

iii. The Board of Pensions and Benefits may have advisors as provided in its own procedural rules.

Section 10.6. Proposed Text

a. The denominational ministry of pensions and benefits is governed by the Annual Meeting and the Board of Pensions and Benefits.

b. The Board of Pensions and Benefits shall have seven to nine elected members and the ex-officio members identified in these Bylaws. Each member of the Board of Pensions and Benefits serves all Covenant congregations.

i. Candidates for the Board of Pensions and Benefits shall be slated according to the procedures of the Board of Nominations and elected by the Annual Meeting. The Board of Pensions and Benefits may recommend candidates to the Board of

Nominations.

ii. The Board of Pensions and Benefits shall have the following ex-officio members: the treasurer¹, the executive minister of the ordered ministry, a liaison from the Council of Superintendents appointed by the president of the Covenant, and a liaison from the Executive Board of the Covenant appointed by the Executive Board of the Covenant.

iii. The Board of Pensions and Benefits may recommend, and the Executive Board approve up to two members with relevant knowledge and expertise for one, five-year term.

iv. The Board of Pensions and Benefits may have advisors as provided in its own procedural rules.

Due to a reduction and modification to the scope of the work, the Board of Pensions and Benefits may continue to do its work effectively with less members, but also through the two appointments may recruit Covenanters with the specific knowledge and expertise needed to steward the matters and resources entrusted to this board.

Section 12.3. North Park University.

b. Current Text

The Board of Trustees shall consist of thirty-four to thirty-nine members, comprised of elected members, appointed members, and ex-officio members (defined below). Each member of the Board of Trustees shall be a member in good standing of a member congregation of the ECC or another Christian church as further set below. Each member of the Board of Trustees serves all ECC congregations.

i. Elected Members.

(1) Candidates for the Board of Trustees to be elected by the Annual Meeting shall be slated according to the procedures of the Board of Nominations and elected by the Annual Meeting. The Board of Trustees may recommend candidates to the Board of Nominations.

(2) At least three elected members shall meet the criteria of the ECC policy on ethnic representation.

(3) At least 20 percent of the elected members shall be clergy and at least 20 percent shall be lay.

(4) At least nine of the elected members shall be female. At least nine of the elected members shall be male.

(5) Each elected member shall be a member in good standing of a member congregation of the ECC.

(6) An elected member may not be elected for consecutive five-year terms.

ii. Appointed Members. Up to twelve persons shall be recommended by the Board of Trustees and appointed by the Executive Board for terms of five years. Each appointed member shall be a member

¹ Pending the approval of the Bylaw amendments proposed by the Strategic Alignment Team.

in good standing of a Christian church and shall be in harmony with the mission of North Park University. Appointed members are not required to be members of ECC congregations. An appointed member may be suspended or removed for cause only if such action is recommended by a two-thirds (2/3) vote of the other members of the Board of Trustees and approved by a three-fourths (3/4) vote of all the members of the Executive Board. Cause for suspension or removal is failure to perform duties, malfeasance, misfeasance, immorality, indiscretion, unethical behavior, doctrinal error, breach of fiduciary duty owed to the ECC, breach of a duty of confidentiality owed to the ECC, or breach of a duty of loyalty owed to the ECC.

Section 12.3.b. Proposed Text

The Board of Trustees shall consist of **twenty-five to thirty-six members, comprised of elected members, appointed members, and ex-officio members (defined below)**. Each member of the Board of Trustees shall be a member in good standing of a member congregation of the **Evangelical Covenant Church** or another Christian church as further set below. Each member of the Board of Trustees serves all Covenant congregations.

i. Elected Members.

- (1) Candidates for the Board of Trustees to be elected by the Annual Meeting shall be slated according to the procedures of the Board of Nominations and elected by the Annual Meeting. The Board of Trustees may recommend candidates to the Board of Nominations.**
- (2) At least three elected members shall meet the criteria of the **Covenant** policy on ethnic representation.**
- (3) At least 20 percent of the elected members shall be clergy and at least 20 percent shall be lay.**
- (4) At least **35 percent** of the elected members shall be female. At least **35 percent** of the elected members shall be male.**
- (5) Each elected member shall be a member in good standing of a member congregation of the **Covenant**.**
- (6) An elected member may not be elected for consecutive five-year terms.**

ii. Appointed Members. Up to **nine** persons shall be recommended by the Board of Trustees and appointed by the Executive Board for terms of **three** years. Each appointed member shall be a member in good standing of a Christian church and shall be in harmony with the mission of North Park University. Appointed members are not required to be members of **Covenant** congregations. An appointed member may be suspended or removed for cause only if such action is recommended by a two-thirds (2/3) vote of the other members of the Board of Trustees and approved by a three-fourths (3/4) vote of all the members of the Executive Board. Cause for suspension or removal is failure to perform duties, malfeasance, misfeasance, immorality, indiscretion, unethical behavior, doctrinal error, breach of fiduciary duty owed to the **Covenant**, breach of a duty of confidentiality owed to the **Covenant**, or breach of a duty of loyalty owed to the **Covenant**.

Move to modify the term length, consecutive terms, and number of trustees on the North Park University's Board of Trustees to allow them to operate more effectively. Under the existing text and parameters NPU's Board was repeatedly experiencing a loss of continuity. An inordinate amount of time was spent recruiting and on-boarding new trustees. Seeking a

commitment to a shorter-term length, with the possibility of consecutive terms, is more appealing in recruiting prospective trustees. In summary, the amendments will: reduce number of trustees on the board, reduce the term from 5 years to 3 years, and allow for up to four consecutive terms.

Article XVI. Amendments

Section 16.2. Current Text

At least sixty days before the Annual Meeting when final action is to be taken on a proposed amendment to these Bylaws, the corporate secretary of the ECC shall send a copy of each proposed amendment to each ECC congregation and shall cause the text of each proposed amendment to be published in the official print publication of the ECC and in the electronic media that the ECC regularly uses for communication with ECC congregations and members of ECC congregations.

Section 16.2. Proposed Text

At least sixty days before the Annual Meeting when final action is to be taken on a proposed amendment to these Bylaws, the corporate secretary of the **Covenant shall send a copy of each proposed amendment to each **Covenant** congregation and shall cause the text of each proposed amendment to be published in the official **communication channel** of the **Covenant** and in the electronic media that the **Covenant** regularly uses for communication with **Covenant** congregations and members of **Covenant** congregations.**

Move to replace the word “print publication of the ECC” with “communication channels” to capture our growing reliance on electronic media.