

**BYLAWS OF**  
**PACIFIC NORTHWEST MENNONITE CONFERENCE**

**CONTENTS**

<b><u>Article</u></b>	<b><u>Page(s)</u></b>
I. General.....	2
II. Purpose & Responsibilities.....	2-3
III. Member Congregations.....	3-5
IV. Member Meetings.....	5-6
V. Board of Directors.....	7-8
VI. Officers, Administration and Staff.....	9-10
VII. Conflict of Interest.....	10-13
VIII. Amendment.....	13

# **BYLAWS OF PACIFIC NORTHWEST MENNONITE CONFERENCE**

## **ARTICLE I**

### **GENERAL**

1. Name. The name of this corporation is PACIFIC NORTHWEST MENNONITE CONFERENCE (“PNMC”).
2. Affiliation. PNMC is a member of Mennonite Church USA or its successor.
3. Legal Structure. PNMC is a non-profit corporation comprised of members who are local Mennonite congregations in the Pacific Northwest. PNMC is incorporated under the laws of the State of Oregon.
4. Fiscal Year. The fiscal year of PNMC shall begin on the first day of February and end at midnight the last day of January next succeeding.

## **ARTICLE II**

### **PURPOSE & RESPONSIBILITIES**

1. Purpose. As local Mennonite congregations of PNMC, we commit to unitedly and effectively promote the teachings and ministry of Christ and His Church under the leading of the Holy Spirit and in harmony with the Word of God.
2. Statement of Faith. We accept and commend the Holy Scriptures as the basis for discerning our faith and practice as God’s people. We further accept and commend to our congregations the *Confession of Faith in a Mennonite Perspective* as updated from time to time, as a statement of faith and practice, which expresses the uniqueness of our own Christian heritage.
3. Vision and Mission. God calls us to be followers of Jesus Christ and, by the power of the Holy Spirit, to grow as communities of grace, joy, and peace, so that God’s healing and hope flow through us to the world. The mission of PNMC affirms four areas of focus involving the PNMC congregations and their members:
  - a. Promote personal spiritual development.
  - b. Nurture healthy congregations
  - c. Make strong connections throughout Pacific Northwest Mennonite Conference.
  - d. Call each other to fulfill God’s purpose for the world.
4. Responsibilities. The area conference, of which PNMC is one of the area conferences, is the basic membership unit of Mennonite Church USA, and through it the Member Congregations of the area conference also are members of Mennonite Church USA. In this role, PNMC has

certain responsibilities and duties to Mennonite Church USA and the PNMC Member Congregations. These responsibilities and duties include:

- a. Support congregations in nurturing the spiritual growth of their members and persons in their communities, by identifying, sharing and/or developing resources that can be utilized by the congregation in this mission.
- b. Provide counsel, encouragement and resources to help create and maintain healthy congregations.
- c. Ensure and promote regular member meetings, other gatherings and activities, and communication resources for effective involvement of all congregations and their members in the life of PNMC, and to strengthen relationships among congregations, PNMC, and Mennonite Church USA.
- d. Coordinate opportunities for discernment, mutual accountability, and consultation among congregations on issues of faith and life, including the peaceful resolution of conflict.
- e. Serve as a resource and coordination structure for conference-wide activities, including passion-based ministries.
- f. Develop strong, local pastoral leadership through education, encouragement, support, accountability and credentialing, including validating, recording, and transferring ministerial credentials.
- g. Provide resources, guidelines and services to assist with ministerial placement which matches the needs of congregations with gifts of pastors.
- h. Determine the criteria and establish processes for congregations to become members of PNMC, including procedures for withdrawal and dismissal, taking into account the common vision, commitments, and membership guidelines of Mennonite Church USA.
- i. Appoint delegates to the Mennonite Church USA Delegate Assembly and to the Mennonite Church USA Constituency Leaders Council to provide a link of communication for matters of mutual concern and for effective church wide decision-making.

5. Membership List. PNMC shall maintain a permanent record containing the names and addresses of all Member Congregations, promptly supplying written copies of the same to the Executive Director of Mennonite Church USA along with continuously updating the record for changes.

6. Communication with Constituents. PNMC will endeavor to communicate with its Member Congregations regarding meeting notices, official business, news, etc. This communication may be by U.S. mail, email or other electronic communication approved by the Board, utilizing in each case the last address provided to the PNMC office by the recipient. For official notices, such communication is deemed received when transmitted, if electronic, or three (3) days after it is mailed.

### **ARTICLE III**

#### **MEMBER CONGREGATIONS**

1. Member. The local Mennonite congregation is the basic organizational unit of PNMC. The congregation is God's people with a common confession of Christ uniting in worship, nurture, fellowship, proclamation, service, discernment, reconciliation, and mutual care and discipline. It is

a local group of believers whose commitment to Christ and to each other and whose proximity to each other make it possible to experience these activities on a regular and continuing basis.

2. Common Vision and Commitments. Member Congregations shall embrace the following commitments:

- a. The vision and mission statements of Mennonite Church USA and PNM
- b. Common *Confession of Faith in a Mennonite Perspective*, as updated from time to time, as their “statement of faith for teaching and nurture in the life of the Church”
- c. Commitment “to seek to understand and interpret Scripture in harmony with Jesus Christ as we are led by the Holy Spirit in the Church”
- d. Commitment to participate in discerning and living out statements of Christian faith and life made by Mennonite Church USA and PNMC
- e. Commitment to participate in the life and mission of PNMC and Mennonite Church USA through delegate representation and financial support.

3. Rights and Privileges. The Member Congregation shall retain or be given certain rights and privileges as a member of PNMC, as follows:

- a. The Member Congregation shall have the authority to determine the criteria and the responsibility to implement the process for membership of persons joining their congregation, which shall be done in consultation with PNMC and in consideration of expectations for membership in Mennonite Church USA.
- b. The Member Congregation may manage its own affairs, including but not limited to its organization, personnel, program and management of property.
- c. The Member Congregation may withdraw from PNMC, and in so doing from Mennonite Church USA.
- d. Through its representatives (delegates) to Member Meetings, the Member Congregation shall participate in the planning and decision making of the larger body.
- e. A Member Congregation shall have no rights to any property of PNMC.
- f. Memberships may not be assigned. Congregations shall not be liable, solely because of such Membership, for the debts of PNMC.
- g. The voting power of a Member Congregation is exercised by delegates designated by the congregation. Each congregation is entitled to one delegate for each twenty-five of its members, or fraction thereof. Such delegates shall be members of the congregation. In addition to any voting delegates a congregation may have by virtue of the number of its members, all ordained or licensed ministers, whose ministerial credentials have been recognized by PNMC and who are considered active, with charge, are voting delegates at conference meetings.

4. Duties. As a member of PNMC, the Member Congregation shall have a responsibility to be loyal to and support the work of the church. Specifically:

- a. Each Member Congregation shall maintain a membership roster.
- b. Each Member Congregation shall, insofar as it is possible, send delegate(s) to Member Meetings and shall actively seek to further the interests of PNMC during and between sessions.
- c. Each Member Congregation shall, insofar as it is possible, call ministers that are certified or registered by PNMC or another member area conference of Mennonite Church USA.
- d. Each Member Congregation will take seriously the need to be in open dialogue with members and leaders of PNMC, to share concerns with PNMC, and to receive representatives

that come to share the programs and the perspectives of PNMC. If there is serious disagreement, either party may initiate discussion to seek a resolution.

5. Membership Procedures. Congregations may be admitted by the Member Congregations, upon recommendation by the Board. The Board shall adopt and publish to the Member Congregations a policy regarding admission and termination of congregational membership in PNMC, which shall be followed until amended by the Board, which amendments shall be published to the Member Congregations ninety (90) days prior to the effectiveness of the amended provisions.

a. Termination. Decisions about termination of a Member Congregation's membership shall be guided by PNMC policies on inter-congregational conflict, and by the published pamphlet setting forth the principles of "Agreeing and Disagreeing in Love." Any Member Congregation's membership shall terminate on the occurrence of any of the following:

(1) Voluntary resignation approved by a majority of the members of a Member Congregation, following a process consistent with Matthew 18: 15-20 conducted by PNMC officers and the Member Congregation;

(2) Dissolution;

(3) A vote by two-thirds of the PNMC Board to terminate the Membership after ninety (90) days written notice to the Member Congregation of the Board's intention to so act, and ratification by two-thirds (2/3) of the delegates voting at the next Member Meeting. A Member Congregation facing termination will be given an opportunity to be heard by the PNMC Board, orally or in writing, not less than five days before the effective date of the termination.

## **ARTICLE IV**

### **MEMBER MEETINGS**

#### 1. Meetings.

a. Meetings of the Member Congregations shall be held at such place as may be determined by the Board from time to time. Member Meetings are intended to provide opportunity for celebration, sharing and worship, in addition to conducting official business. Member Meetings provide opportunity to assemble for worship, fellowship, prophecy, acquaintance, and understanding, and to deepen Christian commitment.

b. The Member Congregations shall meet annually at a time and place set by the Board, for purposes of elections of conference positions and transacting such other business as may properly come before the meetings. The location of the annual meeting is rotated among Member Congregations. The date and location of the next annual meeting are announced at the close of the prior year's annual meeting.

c. Special meetings of the Member Congregations may be called by the Board. Special meetings of the Member Congregations shall be called by the Board following written request by 25% or more of the Member Congregations for the purposes set out in such request.

d. All Member Congregations entitled to vote at the time meeting notices are sent shall be entitled to vote at such meetings unless they have dissolved, voluntarily resigned, or been terminated.

2. Purpose. Delegates appointed by the Member Congregations have the authority to transact the business of PNMC, including but not limited to the following actions:

a. Discuss and decide major issues of policy for PNMC, and discern the voice of the Spirit in the midst of the Member Meeting.

b. Provide opportunity to speak to the establishment of general policies and the development of programs to carry out those policies.

c. Receive reports from the Board, PNMC staff, teams and other conference activities. Reports shall be presented in writing and shall include financial accounting.

d. Elect the following as needed:

(1) Moderator Elect.

(2) Board members to fill new terms and vacancies.

(3) Secretary and Treasurer.

(4) Gift Discernment Team members. This team identifies and recommends persons to the Board to fill elected positions which need to be affirmed by the delegates at the annual Member Meeting.

3. Notices. Notices to Member Congregations shall be sent to the address shown on the conference records, unless other methods of notice are provided in these Bylaws. The notice shall include the date, place and time of the meeting, list those matters to come before the meeting, and name any nominees for offices, if applicable. Mailed notice is deemed received three (3) days after it is mailed. The transactions of any meeting, however called or noticed, shall be valid. Notice of the annual meeting shall be given to the Member Congregations in writing at least ninety (90) days prior to the meetings. Notice of special meetings shall be sent to all Member Congregations at least thirty-five (35) days prior to such meeting, and within seven (7) days of receipt of the written request for such meeting specified above (1.c.).

4. Quorum. The delegates present at a duly noticed meeting of the Member Congregations constitute a quorum for the transaction of business. The quorum shall not be lost by the withdrawal of delegates prior to adjournment. Any meeting may be adjourned by a majority vote of the delegates present.

5. Ballots. Election of conference positions shall be by written ballot. Any other vote may be by written ballot at the discretion of the Chairperson of the meeting, or upon request by a delegate.

6. Conduct of Meetings.

a. The Moderator shall preside at meetings of the Member Congregations. In the Moderator's absence, the Moderator Elect shall preside. If the Moderator Elect is also absent, the Board shall appoint another person to preside.

b. The Secretary of the Board shall act as Secretary of all delegate meetings of Member Congregations. In the Secretary's absence the Chairperson of the meeting shall appoint a substitute.

c. The Chairperson shall appoint tellers to receive and count ballot votes at any meeting of Member Congregations.

**ARTICLE V**  
**BOARD OF DIRECTORS**

1. Board of Directors (the “Board”). The Board shall be organized to give leadership to and act on behalf of PNMC. Directors are accountable to the Member Congregations. While the makeup of the Board should represent the various diversities of PNMC, Directors are not expected to be representatives of specific constituencies, but are to act in the best interests of the Member Congregations of PNMC. The Board shall function as follows:

- a. Serve as the Board and exercise full legal responsibility for PNMC.
- b. Provide leadership and spiritual oversight in developing, articulating and monitoring the fulfillment of the vision of PNMC.
- c. Develop policies for PNMC operation and provide governance of PNMC staff and operations.
- d. Authorize the hiring and oversee the activities of the Executive Conference Minister.
- e. Maintain and promote communication channels between and with conference staff, conference teams and ministries and PNMC congregations and members.
- f. Report annually to the Member Congregations the status of current conference activities, priorities and budgets. Present conference plans and projections to the Member Congregations for counsel, direction and acceptance.
- g. Appoint teams, committees and ministries as it deems necessary and appropriate.

2. Membership. The membership of the Board shall be comprised of at least three (3) but no more than nine (9) persons selected as follows:

- a. Two Directors shall be the Moderator and Moderator Elect. The Moderator and Moderator Elect serve four-year terms, the first two years as Moderator Elect followed by two years as Moderator. A new Moderator Elect will be elected by the delegates every two years from a slate developed by the Gift Discernment Team.
- b. No more than four Directors elected by the delegates for terms of four years from a slate developed by the Gift Discernment Team. One Director will be elected each year following an initial rotation established in 2008.
- c. At least two Directors appointed by the Board for a term of two years. One Director will be appointed each year based on the spiritual gifts, skills and abilities needed for the time.
- d. At least one of the elected or appointed Directors will be a representative recommended by CIHAN (Concilio de Iglesias Hispanas Anabautistas del Noroeste De U.S.A.) or its successor. In filling Board positions, the Gift Discernment Team and the Board will endeavor to select Directors from the various diversities across PNMC.
- e. Directors may serve no more than two consecutive full terms. The Board may appoint a person to complete the unexpired term of any Director unable to complete their term. Individuals appointed to complete unexpired terms are eligible for an additional two full terms.
- f. All Directors shall be members of a Member Congregation of PNMC.
- g. The Board may remove a Director who has failed to attend three consecutive meetings of the Board, by a vote of two-thirds or more of the other Directors present at the meeting. The Board may, by a vote of two-thirds or more of the other Directors present at the

meeting, remove a Director peremptorily. Notice of intention to move for such peremptory removal must be given to all Directors in writing fifteen days prior to the time scheduled for the meeting at which such action is proposed to be taken. The Member Congregations may remove a Director peremptorily by a two-thirds (2/3) vote to do so of the delegates present at a special meeting of Member Congregations called for that purpose as set out in Section IV.1.d. Any such removal by the Member Congregations shall disqualify a person from being a Director for a five year period.

h. A Director may resign by giving written notice to an officer of PNMC. Resignations shall be effective upon receipt, unless such resignation would leave PNMC with no Director, in which case it shall not be effective until another Director has taken office

i. Vacancies on the Board shall exist upon death, resignation or removal of a Director, upon a Director's change of residence outside the geographic regions, upon increase in the authorized number of Directors or upon the failure of the Member Congregations to fill a vacancy at an annual Member Meeting. A majority of the Directors remaining in office, or the sole remaining Director, may fill such vacancies by appointment.

### 3. Meetings.

a. Regular meetings of the Board shall be held on the dates and times and at such place as determined by the Board.

b. Special meetings of the Board may be called by any officer or any two Directors by giving ten (10) days notice orally to each Director, or by giving written notice of fifteen (15) days either by mail, by E-mail, or by other electronic means, utilizing in each case the last address of the Director registered with the Secretary of the Board.

c. A majority of the Directors constitute a quorum for the transaction of business.

d. A majority vote of the Directors present at a meeting of which a quorum is present shall be required to transact official business.

e. Voting by proxy shall not be permitted.

4. Action Without Meeting. Any action required or permitted to be taken at the Board meeting may be taken without a meeting if the action is taken by all of the Directors. The action shall be evidenced by one or more written consents describing the action taken, signed by each Director, and included in the minutes or filed with the corporate records reflecting the action taken.

5. Conference Call Meetings. Any or all Directors may participate in a meeting of the Board by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can communicate with each other. Such participation in this manner constitutes presence in person at the meeting.

6. Appointments. As of the effective date of these Bylaws, the Board is responsible for the following appointments:

a. Two Directors.

b. Additional appointments as needed from time to time to provide for various projects, teams, offices and boards to carry out the work of PNMC.

c. Any vacancy in positions elected by the delegates for the interim until the normal expiration of the term so filled. Such interim appointments are then eligible for service for up to two additional terms at the will of the delegates.

d. In the event it becomes necessary to fill a vacancy in the office of Moderator or Moderator Elect, the appointment of a replacement shall be by the Board.



## ARTICLE VI

### OFFICERS, ADMINISTRATION AND STAFF

1. Officers of Pacific Northwest Mennonite Conference. The officers of PNMC shall consist of a Moderator, Moderator Elect, Secretary, Treasurer, and such other officers as the Board may determine from time to time.

a. The Moderator shall serve as the President of PNMC, the Chairperson of the Board, and shall preside at all Board meetings and Member Meetings.

b. The Moderator Elect shall serve as the Vice Chairperson and shall serve in the Moderator's place on request or in the absence or incapacitation of the Moderator.

c. The Secretary and Treasurer shall be elected every three years by the delegates upon recommendation by the Board. They are accountable to the Board through the Moderator.

(1) The duties of the Secretary and Treasurer shall include those duties provided in these Bylaws, those duties which usually pertain to said respective officers, and those duties which are specifically assigned by the Board from time to time. Any duties specifically assigned by the Board are subject to limitations imposed by the Board. Unless otherwise determined by the Board, the Secretary's duties shall include recording the minutes of Member Meetings, Board meetings and other official records as required.

(2) The Treasurer shall be accountable for the fiscal affairs of the PNMC, shall participate as a member of the Finance Team, and shall provide reports and interpretations of the financial condition of PNMC, as may be required, to the Board, PNMC staff and Member Meetings.

(3) The Secretary and Treasurer may be removed by the Board at any time, with or without cause. The Secretary and Treasurer will serve for a term of three (3) years and eligible successive terms, and until their successors are elected and shall qualify, unless removed earlier by the Board.

(4) In the case of any vacancy in the office of Secretary or Treasurer, the vacancy shall be filled by the Board unless otherwise provided in these Bylaws. No two offices shall be held by the same person at the same time. The Secretary and Treasurer are not voting members of the Board.

2. Executive Conference Minister.

a. The Board shall select and employ an Executive Conference Minister as chief administrative officer who shall be its principal agent in the management of PNMC. The Executive Conference Minister shall have such qualifications and such general and specific duties as the Board shall assign to the Executive Conference Minister from time to time. The Executive Conference Minister is accountable to the Board. The Executive Conference Minister is expected to work in a team approach with staff, teams and others with watchful and respectful care for the mission of PNMC.

b. The Executive Conference Minister shall conduct the administrative affairs of the Board and supervise employees of PNMC. The Executive Conference Minister shall provide oversight for the various offices and staff which may be established from time to time to carry out the work of PNMC.

c. The Executive Conference Minister may give notice of any meeting, either of the Member Congregations or the Board, when called in accordance with the provisions of these Bylaws, and shall also perform such duties as are customary incident to the office of chief administrative officer and such other duties as shall be directed by the Board.

3. District Pastors/Conference Ministers. The Executive Conference Minister may employ one or more PNMC Conference Ministers and/or District Pastors on behalf of the Board. The Conference Ministers and/or District Pastors will carry out those duties and responsibilities specifically assigned to them by the Executive Conference Minister and will work in collaboration with the Executive Conference Minister, congregations, other staff and teams.

4. Signature of Documents. For legal purposes, either the Moderator or the Moderator Elect of PNMC may sign documents requiring an official signature on behalf of PNMC, unless otherwise directed by the Board. The Board may by specific action delegate to the Executive Conference Minister, Secretary or Treasurer authority to sign specific documents on behalf of PNMC.

## ARTICLE VII

### CONFLICT OF INTEREST

#### 1. Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

#### 2. Definitions

a. Interested Person. Any director, Principal officer or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

b. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

(1) An ownership or investment interest in any entity with which the Organization has a transaction or arrangement.

(2) A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or

(3) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### 3. Procedures

a. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

b. Determine Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict or interest exists.

#### c. Procedures for addressing the Conflict of Interest.

(1) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and vote on, the transaction or arrangement involving the possible conflict or interest.

(2) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(3) After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(4) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

#### d. Violations of the Conflicts of Interest Policy

(1) If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

(2) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determine the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

### 4. Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### 5. Compensation

a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

#### 6. Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy;
- b. Has read and understands the policy;
- c. Has agreed to comply with the policy; and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

#### 7. Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

#### 8. Use of outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

#### 9. Use of Special Board Members

Whenever a conflict of interest develops regarding compensation or any other matter in the operation of the Organization, the board of directors may appoint special board of directors for the purpose of reviewing and voting on the approval or disapproval of any such matters.

### **ARTICLE VIII**

### **AMENDMENTS**

1. These Bylaws may be amended by the Member Congregations at any regular or special Member Meeting by a two-thirds (2/3) vote of the delegates present, provided notice of proposed changes shall have been sent by the PNMC Board to all Member Congregations at least thirty days prior to the meeting.

2. These Bylaws may be amended at any Member Meeting without prior notice by a vote of 95% of delegates present in favor of the amendment.

*Approved by the Delegate Body – June 19, 2009*

*Addition of Article VII – June 2012*

*Moving previous Article VII to VIII – June 2012*

*Approved by Delegate Body – June 23, 2012*