

CONSTITUTION AND BYLAWS

OF THE GENERAL ASSEMBLY

OF THE CHURCH OF GOD (ANDERSON)

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Article 1 Definitions

For the purposes of this Charter, the following definitions will be in force:

- 1.1 **Affiliated Agency:** agency commissioned by Assembly to serve Church in relationship with Church of God Ministries defined by formal Affiliation Agreement.
- 1.2 **American Indian Council of the Church of God:** free-standing agency providing Church of God ministry to American Indian and First Nations communities.
- 1.3 **Assembly:** General Assembly of the Church of God in the United States and Canada.
- 1.4 **Ballot:** a voting instrument that may include, but is not limited to, paper or electronic means.
- 1.5 **Charter:** Constitution and Bylaws of the Church of God General Assembly.
- 1.6 **Church of God:** professing followers of Jesus Christ, members of the Body of Christ, conforming to faith and practice as understood by light of biblical revelation, in fellowship with one another under the umbrella of the General Assembly of the Church of God in the United States and Canada.
- 1.7 **Church:** Church of God
- 1.8 **Church of God Ministries:** legally incorporated, non-profit corporation formally named Church of God Ministries, Inc. acting on behalf of the Assembly in the pursuit of the Assembly's ends.
- 1.9 **Council:** Ministries Council.
- 1.10 **Endorsed Agency:** agency commissioned by Assembly to serve Church in relationship with Church of God Ministries defined by formal Covenant.
- 1.11 **Executive Committee:** an Assembly committee of five comprised of the Assembly Chair, Vice Chair, and Secretary, and two elected at-large from the Assembly's membership.
- 1.12 **General Director:** chief executive officer of Church of God Ministries.
- 1.13 **Hispanic Concilio:** free-standing agency providing Church of God ministry to Hispanic community in the United States and Canada.

1.14 **Ministries Council:** Board of Directors of Church of God Ministries, chosen by and accountable to the Assembly.

1.15 **National Association of the Church of God:** free-standing agency providing Church of God ministry to African-American community in the United States and Canada.

Article 2 Name and Purpose

2.1 The name of this body is the General Assembly of the Church of God.

2.2 The purpose of the Assembly shall be to further the ends of the Church of God: unity and holiness. As a people embracing Jesus as Lord, the Church of God strives to follow Him, as He defined His ministry in Luke 4:16-21, anointed by the Spirit to: proclaim, heal, free, and restore, while conscious of the risks and costs of so doing.

2.3 The purpose of the Assembly shall also be to conduct the general business of the Church and to serve as a forum for the identification, selection, and empowerment of leaders for the Assembly and the ministries and agencies within the Assembly's portfolio.

2.4 The Assembly, in the fulfillment of its purposes and responsibilities, has established a legally incorporated, non-profit corporation formally named Church of God Ministries, Inc. and has chosen a Ministries Council to serve as the Church of God Ministries' Board of Directors; the Council will act on the Assembly's behalf when it is not in session.

Article 3 Voluntary Association, Membership, and Voting

3.1 The Assembly is a voluntary association. It shall not exercise ecclesiastical jurisdiction or authority over the Church of God in general or over individual congregations in particular.

3.2 The Assembly does, however, retain the right of a voluntary association to define its own membership and to decide and declare, on occasion, when individual ministers or congregations are not recognized by the Assembly as adhering to the general principles to which the Assembly itself is committed.

3.3 The Assembly's membership shall be comprised of those who are professing Christians, committed to living by the light of biblical revelation, and who also fall into one or more of the following categories:

3.3.1 Ordained Ministers in good and regular standing with their relevant Church of God credentialing authorities.

3.3.2 Licensed Ministers in good and regular standing with their relevant Church of God credentialing authorities.

3.3.3 Commissioned Ministers in good and regular standing with their relevant Church of God credentialing authorities.

- 3.3.4 Governing Board Members of all of the Assembly's Endorsed Agencies.
 - 3.3.5 Officers of the Assembly's Endorsed Agencies who are subject to the Assembly's ratification.
 - 3.3.6 Governing Board Members of all of the Assembly's Affiliated Agencies.
 - 3.3.7 Missionaries who are commissioned by Church of God Ministries.
 - 3.3.8 Members of the Ministries Council.
 - 3.3.9 Members of Assembly Committees defined in this Charter.
 - 3.3.10 Lay members of Church of God congregations designated by their local church as representatives to the Assembly, under the following formula: one for every one hundred people counted in the local congregation's annualized average weekend worship service attendance published in the Church of God *Yearbook* current on January 1 of each year; such lay members of the Assembly shall have their eligibility authenticated by a written statement (presented to Church of God Ministries) from the sending congregation's lead or interim pastor, before participation is allowed; if the congregation does not have a lead or interim pastor, such written statement must be signed by the congregation's Board chair or equivalent.
- 3.4 Eligible members of the Assembly must be personally present to vote in any duly called meeting of the Assembly or cast an authorized absentee ballot; Assembly decisions taken by vote shall be determined by the number of votes cast, not the number of eligible voting members.
- 3.4.1 Absentee ballots must be requested from Church of God Ministries in writing at least fourteen business days before the Assembly meeting is called to order and received by midnight before the Assembly convenes.
 - 3.4.2 Absentee ballots may be received by post or electronically, at the discretion of the Assembly's officers.

Article 4 Assembly Meetings

- 4.1 The Assembly shall meet at least once every two years, at a date and time established by the Ministries Council; such date and time of the Regular Meeting shall be determined and posted with at least ten months advance notice.
- 4.2 The Ministries Council may also call for additional Special Meetings of the Assembly, with the concurrence of the Assembly's Executive Committee. Notice of such Special Meeting must be sent by first class mail to all eligible members known at the last Regular Meeting of the Assembly and postmarked at least thirty days in advance of such meeting. The notice of Special Meeting must include the date, time, location, and purpose; only such matters of business as are stated in the notice or related thereto shall be acted upon at such meeting.
- 4.3 The Ministries Council may also call for a Special Mail Ballot of the Assembly, with the concurrence of the Assembly's Executive Committee. Such ballot must be sent, together with information outlining the question-at-hand (with text approved by the Assembly's Executive

Committee), by first class mail to all eligible members known at the last Regular Meeting of the Assembly, postmarked at least five weeks before return of the ballot is due. Only ballots received by stated return due date for voting shall be counted.

4.4 Three hundred members of the Assembly will constitute a quorum for the definitive conduct of business.

4.5 Prayer shall preface every meeting of the Assembly; the Assembly's Regular Meeting Agenda shall include, but is not limited to the following content:

4.5.1 Approval of minutes of prior meeting.

4.5.2 Reports from the Assembly Chair and General Director.

4.5.3 Selection and ratification of officers and positions required by this Charter.

4.5.4 Opportunity for original resolutions (presented in process defined by this Charter).

4.6 No person addressing the Assembly shall take more than twenty minutes reading a report or paper; no person speaking to any motion or issue on the floor may speak for more than five minutes at any one time. Exceptions to these timing parameters may only be made by the specific request of the Chair and the consent of the Assembly.

4.7 Voting in the Assembly may be by printed or electronic ballot; voice votes may also be taken.

4.8 In the case of a tie for contested positions on any Assembly ballot, the Assembly Chair, in the company of the Assembly's Executive Committee, after pausing to pray, shall determine the election by means of a random drawing from the names of those tied.

4.9 Ballot outcomes determined by the Assembly shall become immediately effective upon the adjournment of the Assembly meeting in which they were taken, with the exception of positions noted otherwise in the election process (by the Business and Leadership Resource Committee).

4.10 **Robert's Rules of Order**, in its most current edition, will govern Assembly procedures, when it is meeting, unless otherwise trumped by specific provisions of this Charter.

Article 5 Assembly Officers, Parliamentarian, and Historian

5.1 The Assembly Officers shall be:

5.1.1 Chair: shall preside over all meetings of the Assembly, the Assembly's Executive Committee, and the Ministries Council; the Chair shall be the primary link between the Assembly, the Assembly's Executive Committee, and the Ministries Council and the General Director. The Chair shall serve a three-year term, as a fully vested voting member of the Assembly, the Executive Committee, and the Council, following a one-year non-voting term as Chair-Elect. No direct election of the Chair will take place; the seat will be filled by the direct election of the Chair-Elect. No Chair shall serve more than one term as Chair consecutively.

5.1.2 Chair-Elect: shall serve as a non-voting observer of the Executive Committee and Ministries Council for one year, before assuming the role of Chair in the second year after election; the Chair-Elect will agree to serve one year as an intern to the Chair and to serve an immediately subsequent three-year term as the fully-vested, voting Chair; a Chair-Elect shall be chosen in the ballot cycle two years before the incumbent Chair's term is set to end, assuming the post one year after election.

5.1.3 Vice Chair: shall preside over meetings of the Assembly, the Assembly's Executive Committee, and the Ministries Council in the event of the Chair's absence or inability to serve. The Vice Chair shall fulfill the responsibilities of the Chair otherwise, if the Chair is unable to serve, until the Chair is able resume the performance of duties. In the event of the Chair's resignation, the Vice Chair will complete the Chair's three year term. In the ordinary course (barring the resignation of the Chair) the Vice Chair shall serve a four-year term as a fully vested voting member of the Assembly, the Executive Committee, and the Council, even when serving in the Chair's absence or inability to serve. The Vice Chair will be a member of both the Assembly's Business and Leadership Resource Committee and the Assembly's Bylaws Committee. In the event of a vacancy, the Assembly's Executive Committee will make the appointment to fill the unexpired term (see Article VI, Section 6.1.3d).

5.1.4 Chair Pro-Tem: shall fulfill the responsibilities of the Chair if both the Chair and Vice Chair are unable to perform the Chair's duties, until one or the other is able to resume the Chair's role. The Chair Pro-Tem will serve a two year term and will be appointed biennially by the Business and Leadership Resource Committee.

5.1.5 Secretary: shall cause a written record of all meetings of the Assembly, the Assembly's Executive Committee, and the Ministries Council to be taken and archived; such records will remain the property of the Assembly and housed by Church of God Ministries. The Secretary shall serve a four-year term as a fully vested voting member of the Assembly, the Executive Committee, and the Council. In the event of a vacancy, the Assembly's Executive Committee will make the appointment to fill the unexpired term (see Article VI, Section 6.1.3d).

5.2 All Assembly officers must qualify first as members of the Assembly before being considered for election or appointment to Assembly office.

5.3 All terms of Assembly office begin at the close of the Assembly meeting in which election has taken place.

5.3.1 The Chair-Elect and Vice Chair shall be elected to staggered terms.

5.3.2 No Assembly officer shall serve more than eight years consecutively in any office or combination of more than one office. The Chair shall not serve more than one term as Chair consecutively.

5.4 All candidates for election or appointment to Assembly office shall be proposed by the Assembly's Business and Leadership Resource Committee (see Article 6, Section 6.2).

5.5 Assembly officers may not simultaneously hold Assembly office and serve on the governing board of any of the Assembly's Endorsed Agencies; Assembly officers may hold only one seat on the Ministries Council at one time.

5.6 The Chair shall biannually appoint, to a two year term, a Parliamentarian; such appointment shall be made within fourteen days of the Chair's assumption of duties and ratified by the Assembly's Executive Committee.

5.7 The Chair shall appoint, to a four year term, an Historian; such appointment must be ratified by the Assembly's Executive Committee and the Assembly. The Historian will serve as President of the Church of God Historical Society.

Article 6 Elected Assembly Standing Committees

6.1 Executive Committee: the Chair, Vice Chair, and Secretary of the Assembly, together with two other elected at-large members of the Assembly, shall comprise the Assembly's Executive Committee; the Assembly Chair will serve as Chair of the Committee.

6.1.1 The two elected at-large members of the Executive Committee may not simultaneously serve on the Committee and a governing board of any of the Assembly's Endorsed Agencies or be seated on the Council. The two elected at-large members of the Committee shall serve four-year terms and be elected from a ballot with at least two names for each position.

6.1.2 All candidates for election to at-large positions on the Assembly's Executive Committee shall be proposed by the Business and Leadership Resource Committee.

6.1.3 The Executive Committee will:

6.1.3a Review the Agenda for Assembly meetings.

6.1.3b Nominate candidates for membership on the other elected standing Assembly Committees.

6.1.3c Ratify the Chair's appointment of Parliamentarian and Historian.

6.1.3d Appoint the Assembly's Vice Chair and Secretary in the event either position is left vacant before the expiration of term; such appointments will assume office immediately upon appointment and serve the remainder of the officer's unfinished term.

6.2 Business and Leadership Resource Committee: shall be comprised of twelve members: eleven elected from the Assembly, including two from each of five geographic regions of the United States and one from Canada, and the Vice Chair of the Assembly.

6.2.1 Committee members will serve four year, staggered, terms.

6.2.2 Committee members shall be elected from a ballot of at least two names for each position, or at least four names from each geographic region in the United States, from which two are chosen.

6.2.3 All candidates for and appointments (in the event of a vacancy, to fill an unexpired term) to this Committee shall be proposed by the Executive Committee (see Article VI, Section 6.1.3.b).

6.2.4 No Committee member may simultaneously hold a seat on the Council or the governing board of any of the Assembly's Endorsed Agencies.

6.2.5 The Committee shall biannually elect its own Chair, Vice Chair, and Secretary to two-year terms.

6.2.6 The Assembly's Secretary shall act as the Committee's convener in the event no other officer is present.

6.2.7 Seven members of the Committee shall constitute a quorum.

6.2.8 The Committee will:

6.2.8a Nominate at least two candidates for Assembly Chair-Elect, Vice Chair, and Secretary and for the two at-large members of the Assembly's Executive Committee.

6.2.8b Nominate candidates for sixteen members of the Ministries Council, three from each of five geographic regions of the United States and one from Canada; these candidates will be proposed to the Assembly for ratification by a two-thirds vote.

6.2.8c Biannually appoint an Assembly Chair Pro-Tem (see Article 5, Section 5.1.4).

6.2.8d Review and authorize bringing to the floor all new business and resolutions proposed for the Assembly's consideration, with the exception of new business and resolutions proposed by the Ministries Council. New business or resolutions presented directly to the Assembly will be received and automatically referred to the Committee, without debate. After review, the Committee shall return to the Assembly with its recommendation on such referred content, which may then, with the Committee's approval, be considered on the floor.

6.2.9 The Assembly may waive, by two-thirds vote, the referral provisions of this section (see Section 6.2.8d above) and act directly on any item of business presented to the floor. Furthermore, the Assembly, by two-thirds vote, may elect to override a Committee recommendation to refuse consideration on the floor and directly bring the item of business to the floor for action.

6.3 Bylaws and Organization: shall be comprised of eight members: seven elected from the Assembly, and the Vice Chair of the Assembly.

6.3.1 Committee members shall serve four year, staggered, terms.

6.3.2 All candidates for and appointments (in the event of a vacancy, to fill an unexpired term) to this Committee shall be proposed by the Executive Committee (see Article 6, Section 6.1.3b).

6.3.3 No Committee member may simultaneously hold a seat on the Council or the governing board of any of the Assembly's Endorsed Agencies.

6.4 The Committee will:

6.4.1 Review and, as appropriate, recommend to the Assembly organizational changes designed to enhance its purposes.

6.4.2 Recommend to the Assembly, as appropriate, all amendments to this Charter. No proposal to amend this Charter may be considered by the Assembly on the floor before first being reviewed and approved by the Committee.

Article 7 Church of God Ministries and General Director

7.1 Church of God Ministries shall be a legally incorporated non-profit corporation acting on the Assembly's behalf, in the pursuit of the Assembly's ends.

7.2 Church of God Ministries shall hold title to all Assembly real assets.

7.3 Church of God Ministries shall be led and managed by a General Director.

7.3.1 The General Director shall be appointed by the Ministries Council, subject to the two-thirds ratification of the General Assembly.

7.3.2 The General Director shall be employed for a six year term; the Ministries Council will define the General Director's terms of employment.

7.3.3 The General Director shall be accountable to the Council.

7.3.4 The General Director may employ staff and will provide oversight to Church of God Ministries.

7.3.5 The General Director shall provide visionary, pastoral, and administrative leadership for Church of God Ministries.

7.3.6 The General Director may be removed from office by a two-thirds vote of the whole Council, with or without cause.

Article 8 Ministries Council

8.1 The Ministries Council is the governing Board of Directors of Church of God Ministries; it is accountable to the Assembly.

8.2 The Ministries Council shall be comprised of twenty-four voting members:

8.2.1 The Chair, Vice Chair, and Secretary of the Assembly.

8.2.2 Fifteen members ratified by a two-thirds vote of the Assembly for staggered four year terms, three members each from five geographic regions of the United States, nominated by the Business and Leadership Resource Committee..

8.2.3 One member ratified by a two-thirds vote of the Assembly for a four year term, representing Canada, nominated by the Business and Resource Leadership Committee.

8.2.4 One member ratified by a two-thirds vote of the Assembly for a four year term, nominated by and representing the National Association of the Church of God.

8.2.5 One member ratified by a two-thirds vote of the Assembly for a four year term, nominated by and representing the Hispanic Concilio of the Church of God.

8.2.6 One member ratified by a two-thirds vote of the Assembly for a four year term, nominated by and representing the American Indian Council of the Church of God.

8.2.7 One member ratified by a two-thirds vote of the Assembly for a four year term, representing the four Church of God institutions of higher education in the United States and nominated by the four Presidents of those schools.

8.2.8 One member ratified by a two-thirds vote of the Assembly for a four year term, nominated by the General Director.

8.3 The General Director shall be a twenty-fifth, *ex-officio*, fully-vested, but non-voting, member of the Ministries Council.

8.4 No member of the Ministries Council may simultaneously hold a seat on the governing board of any of the Assembly's Endorsed Agencies or Elected Standing Committees, except for the representative of Church of God universities and colleges (see section 8.2.7 above), who may also serve as a member of the university or college governing board he or she serves.

8.5 No member of the Ministries Council, with the exception of the General Director, may be an employee of Church of God Ministries.

8.6 No member of the Ministries Council, with the exception of the seat reserved for higher education, may be employed by any of the Assembly's Endorsed Agencies.

8.7 Vacancies in ratified positions of the Council (due to resignation, inability to serve, or relocation from geographic region chosen to represent), may be filled by the appointment of the Ministries Council; such appointment shall complete the unexpired term; nominations to fill vacancies in seats reserved for the National Association, Hispanic Concilio, American Indian Council, and higher educational institutions, may only be made by the respective constituent partners in ministry the seats represent.

8.8 No member of the Ministries Council may serve consecutively more than two full terms, or eight years.

8.9 The General Assembly may remove any voting member of the Council by a two-thirds vote.

8.10 Ministries Council officers: the Chair of the Assembly shall serve as the Chair of the Council; the Vice Chair of the Assembly shall serve as the Vice Chair of the Council; the Secretary of the Assembly shall serve as the Secretary of the Council.

8.11 The Ministries Council will:

8.11.1 Establish general policies for Church of God Ministries.

8.11.2 Be responsible for the administration and financing of Church of God Ministries, through its relationship with the General Director.

8.11.3 Propose a Biennial Budget for Church of God Ministries to the General Assembly for its approval.

8.11.4 Develop long-range ministry vision priorities for Church of God Ministries, through its relationship with the General Director.

8.11.5 Identify, call, and employ the General Director of Church of God Ministries, subject to the two-thirds ratification of the Assembly.

8.11.6 Determine the date and location of the Church of God Convention and guarantee that a Convention program is developed, through its relationship with the General Director.

8.11.7 Determine the date and location of the Regular Meeting of the General Assembly.

8.11.8 Review the performance of and hold accountable the General Director.

8.11.9 Annually secure a financial audit of Church of God Ministries.

8.11.10 Establish geographic regions for the purpose of Council and Elected Standing Committee representation, for the United States and Canada.

8.12 The Ministries Council may:

8.12.1 Enter into contractual agreements as authorized by its Bylaws.

8.12.2 Serve as a forum for the resolution of disputes within the Church of God.

8.12.3 Represent the Assembly and Church in ecumenical affiliations and dialog.

Article 9 Endorsed and Affiliated Agencies

9.1 Endorsed Agencies within the Assembly's portfolio are:

9.1.1 Anderson University (Anderson, IN).

9.1.2 Mid-America Christian University (Oklahoma City, OK).

9.1.3 Servant Solutions (Anderson, IN).

9.1.4 Warner Pacific College (Portland, OR).

9.1.5 Warner University (Lake Wales, FL).

9.2 Endorsed Agencies are commissioned by a two-thirds vote of the Assembly to serve the Church in a capacity not addressed by Church of God Ministries, demonstrated by the signing of a formal covenant with Church of God Ministries. Such covenant will:

9.2.1 Detail essential elements of the relationship between the Agency and Assembly.

9.2.2 Be reviewed every five years, and amended, as necessary.

9.2.3 Require the Assembly's ratification of the Agency's chief executive officer for each term of office the chief executive officer serves.

- 9.2.4 Require each Agency's chief executive officer to meet annually with the General Director to exchange information and pursue congruent strategic planning.
- 9.2.5 Require Agency representatives to participate and attend the Church of God Convention.
- 9.2.6 Require an annual financial audit of each Agency to be presented to Church of God Ministries for its review.
- 9.2.7 Require all assets of the Agency to be distributed to Church of God Ministries in the event the Agency is dissolved.
- 9.2.8 Allow the Agency to receive allocated funds from Church of God Ministries.
- 9.2.9 Allow the Agency to be listed as Endorsed in the Church of God **Yearbook**.
- 9.2.10 Require the Assembly's ratification of all members of the Agency's governing board.
- 9.2.11 Bind the Agency to pursue mission and ministry priorities established by the Assembly.
- 9.3 Church of God Ministries bears no financial or other liability for the obligations of any Endorsed Agency.
- 9.4 Funding of Endorsed Agencies by Church of God Ministries must be approved by the Assembly.
- 9.5 Endorsed Agencies are permitted to seek funding from Church of God congregations; contributions from such congregations to an Endorsed Agency may be, as defined in the Endorsed Agency Covenant, given credit in Church of God record keeping.
- 9.6 Affiliated Agencies within the Assembly's portfolio are:
- 9.6.1 Children of Promise.
- 9.6.2 Christian Women Connection.
- 9.7 Affiliated Agencies are commissioned by a two-thirds vote of the Assembly to serve the Church in a capacity not being addressed by Church of God Ministries or its Endorsed Agencies, demonstrated by the signing of a formal affiliation agreement with Church of God Ministries. Such affiliation agreement will:
- 9.7.1 Detail essential elements of the relationship between the Agency and Assembly.
- 9.7.2 Be reviewed every five years, and amended, as necessary.
- 9.7.3 Require the Agency's chief executive officer to meet annually with the General Director to exchange information and pursue congruent strategic planning.
- 9.7.4 Prohibit the Agency from making decisions that adversely affect the Church of God.
- 9.7.5 Require the Agency to submit a financial audit to Church of God Ministries annually for its review.
- 9.7.7 Allow the Agency to be listed as Affiliated in the Church of God **Yearbook**.

9.8 Church of God Ministries bears no financial or other liability for the obligations of any Affiliated Agency.

9.9 Affiliated Agencies will not receive funding from Church of God Ministries. However, Affiliated Agencies are permitted to seek funding from Church of God congregations; contributions from such congregations to an Affiliated Agency may be, as defined in the Affiliation Agreement, given credit in Church of God record keeping.

Article 10 Amendment

10.1 This Charter may be amended by the Assembly (pursuant to all sections of this Article) if:

10.1.1 Such amendments are approved by and forwarded to the Ministries Council by the Bylaws and Organization Committee, and

10.1.2 Such amendments are approved by and forwarded to the Assembly by a two-thirds vote of the Ministries Council, and

10.1.3 Such amendments are approved by a two-thirds vote of the Assembly at least one day (but not more than fourteen days) following their presentation on the floor.

10.2 Amendments sent by the Bylaws and Organization Committee to the Ministries Council for review and approval may be amended by the Council before being approved and forwarded to the Assembly, if such amendment of the proposition does not substantially alter the Committee's original intent.

10.3 No amendment of this Charter may be made by mail; amendments must be considered in a duly called meeting of the Assembly.