

STANDING RULES FOR THE GENERAL BOARD

(Adopted by General Board 1970, Revised 1971, 1980, 1987, 1994, 2009, 2010, 2013, 2014, 2015)

The following rules describe the worshipful work of the General Board of the Christian Church (Disciples of Christ) in the United States and Canada.

1. Membership

1.1. Voting

- 1.1.1. The General Nominating Committee nominates 17 members
- 1.1.2. Each Region (32) may elect 1 member
- 1.1.3. Each General Ministry and Racial / Ethnic Ministry (13) may elect 1 member
- 1.1.4. Two Ecumenical members
- 1.1.5. The currently elected Moderators (4)
- 1.1.6. The General Minister and President
- 1.1.7. Previous General Minister and Presidents

1.2. Ex-Officio without vote

- 1.2.1. Regional Ministers (32)
- 1.2.2. General Ministry Presidents and Racial / Ethnic Executive Leader (13)
- 1.2.3. Higher Education (2 – 1 seminary and 1 undergraduate)
- 1.2.4. The Parliamentarian

2. Preparation for Meetings

2.1. Preparation and Adoption of an Agenda

- 2.1.1. The General Minister and President shall prepare, on behalf of the Administrative Committee, an agenda.
- 2.1.2. The General Minister and President shall receive agenda items.
- 2.1.3. If for any reason the General Minister and President considers it not feasible to place an item on the agenda as requested, this fact and the reasons for the decision should be made known to the requesting party and be reported to the Moderator. If the requesting party is dissatisfied with the decision, an appeal may be made to the Administrative Committee.

2.2. The General Minister and President shall make the business docket available 30 days in advance of the meeting.

3. Role of the General Board Committees

3.1. Administrative Committee, serving as the Business Committee

- 3.1.1. The Administrative Committee shall function while the General Board is in session for the purpose of making recommendations concerning the disposition of new business and emergency matters.
 - 3.1.1.1. The Second Vice Moderator shall chair the Business Committee.

- 3.1.2. New business items shall be submitted in writing and referred without discussion to the Business Committee, which shall make a recommendation concerning the disposition of each item in a later session of the meeting.
- 3.2. Other items of General Board business may be considered in plenary session or may be referred to the Committees of the General Board for study and report to a later plenary session.

4. Rights of Members *Ex Officio without vote*

- 4.1. Members *ex officio without vote* shall have the right to make and second motions and participate in debate.

5. Expenses of General Board Members

- 5.1. Shall be reimbursed according to the Office of the General Minister and President's Boards, Committees and Commissions Travel and Expense Reimbursement Policy as approved by the Administrative Committee.

6. Organization for Work

The General Board shall establish the following committees in an effort to conduct the business of the board. Members of the General Board shall populate committees. All General Board members are expected to serve on committees when called upon.

6.1. Administrative Committee

- 6.1.1. See the Special Rules for the Administrative Committee

6.2. Governance Committee

Submit recommendations useful for the development of the life, mission, work, and organization of Christian Church (Disciples of Christ).¹

- 6.2.1. The Governance Committee of the General Board shall consist of at least fifteen members of the General Board, including two regional ministers, two general ministry executives, and the chairs of the General Committee on Ministry (GCOM) and the General Nominating Committee (GNC).
- 6.2.2. The Moderator of the General Assembly shall chair the Governance Committee.
- 6.2.3. The Governance Committee shall conduct ongoing board member education and remain current on best practices for non-profit board governance.
- 6.2.4. The Governance Committee shall oversee the orientation of new board members.
- 6.2.5. The Governance Committee shall review *The Design* and other governance documents for suggested changes and modifications.
- 6.2.6. The Governance Committee shall receive the report and business items of the General Commission on Ministry and the General Nominating Committee.

¹ Paragraph 64 of *The Design*.

- 6.2.7. The General Commission on Ministry reports to the General Board through the Governance Committee and is accountable to the General Minister and President with the following duties²:
- 6.2.7.1. Shall develop and recommend policies regarding the order of ministry.
 - 6.2.7.2. Shall give consideration to concerns related to ministry and give counsel to and coordinate the work of the various regions, general ministries and institutions.
 - 6.2.7.3. Shall certify standing for clergy as listed in the Theological Foundations and Policies and Criteria for the Ordering of Ministry Section II.F.d and II.F.e.
 - 6.2.7.4. Shall serve as the final place of appeal related to ministerial standing in the following circumstances; following the decision of a region or following a period of prolonged inaction by a region.
 - 6.2.7.5. Shall work with ecumenical partners related to the order of ministry
 - 6.2.7.6. Membership is a maximum of 16 member(s) appointed by the General Minister and President and shall include:
 - 6.2.7.6.1. Five regional ministers,
 - 6.2.7.6.2. One representative each from the Office of the General Minister and President, the Pension Fund, Disciples Home Missions, and the Council of Theological Education,
 - 6.2.7.6.3. One representative from the Office of Church Life and Leadership of the United Church of Christ and
 - 6.2.7.6.4. Four members at large representing congregations.
 - 6.2.7.6.5. Two at-large members may be named at the discretion of the General Minister and President from any of the above categories.
 - 6.2.7.6.6. The chair is named by the General Minister and President.
 - 6.2.8. The General Nominating Committee consists of 10 members who are elected by the General Assembly.³ The General Nominating Committee is a sub-committee of the Governance committee with the following duties:
 - 6.2.8.1. Selecting nominees for the non-salaried Officers of the General Assembly.⁴
 - 6.2.8.2. Nominating members of the General Board⁵ and the elected members of the Administrative Committee⁶.
 - 6.2.8.3. Reviewing the membership of each General Ministry and Racial / Ethnic ministry to ensure compliance with racial / ethnic diversity standards of the church.
 - 6.2.8.4. Establishing and maintaining the criteria for organizations entitled to nominate persons to the General Board.

² Paragraph 38 c of *The Design* names the General Commission on Ministry and paragraph 86 of *The Design* states "that the General Assembly shall approve general policies and criteria for the order of ministries.

³ Paragraph 70 of *The Design*

⁴ Paragraph 81 of *The Design*

⁵ Paragraph 56A of *The Design*

⁶ Paragraph 60 of *The Design*

6.3. Mission Finance Committee

- 6.3.1. The Mission Finance Committee's primary purpose is to ensure adequate resources for organizations of the Christian Church (Disciples of Christ).
- 6.3.2. The Mission Finance Committee has the following duties:
 - 6.3.2.1. Providing oversight of the Mission Funding System.
 - 6.3.2.2. Reviewing and assessing the on-going practices of Disciples Mission Fund development work.
 - 6.3.2.3. Consulting with the Audit Committee and the Committee on Counsel and Mediation in situations related to the financial health of a Disciples' organization.

6.4. Audit Committee

- 6.4.1. The Audit Committee shall act as the Audit Review Committee of the General Board and the Independent Audit Committee of the Office of the General Minister and President. The membership shall be at least 2/3 non-general board members and include persons with educational or work experience in accounting, auditing or similar professions.
- 6.4.2. The Audit Committee has the following duties related to the General Board:
 - 6.4.2.1. Providing oversight and implementation of the General Board's Policy for Fiscal Responsibility.
 - 6.4.2.2. Making recommendations to the board based on the committee's review activities.
- 6.4.3. The Audit Committee has the following duties related to the Office of the General Minister and President:
 - 6.4.3.1. Coordinating the request for proposals and selecting the audit firm to conduct an independent audit of the organization's financial statements.
 - 6.4.3.2. Reviewing and approving the audit scope and fees.
 - 6.4.3.3. Reviewing and approving any proposed involvement of the audit firm in activities other than the annual audit.
 - 6.4.3.4. Ensuring a direct line of communication with the organization's auditor.
 - 6.4.3.5. Providing oversight of management's performance with respect to required and recommended financial responsibilities and disclosure.
 - 6.4.3.6. Considering and reviewing, with management and the auditors, the adequacy of the organization's risk management methodology and internal controls, including computerized information system controls and security.
 - 6.4.3.7. Providing oversight of the organization's Conflict of Interest Policy and keeping the board apprised of any changes required in the policy and implementation.
 - 6.4.3.8. Reviewing the adequacy of financial reports provided by the Administrative Committee, and making recommendations for improvement.

- 6.4.3.9. Reviewing and addressing the management letter and auditor's comments.
- 6.4.3.10. Reviewing any serious difficulties or disputes with management encountered during the course of the audits.
- 6.4.3.11. Reviewing other matters related to the conduct of the audits that are to be communicated to the Audit Committee under generally accepted auditing standards.
- 6.4.3.12. Reviewing published documents containing the organization's financial statements and considering whether the information contained in these documents is consistent with the information contained in the financial statements.
- 6.4.3.13. Investigating any matter brought to its attention within the scope of its duties, with the power to retain outside counsel for this purpose if, in its judgment, that is appropriate. The Audit Committee shall promptly report any such actions to the Moderators of the General Assembly.
- 6.4.3.14. Making recommendations to the Administrative Committee based on the Audit Committee's review activities.

6.5. Committee on Counsel and Mediation

- 6.5.1. The Committee on Counsel and Mediation's primary purpose is to serve as the conflict management and resolution body of the General Board with the following duties:
 - 6.5.1.1. Providing oversight, policies, and procedures for matters of grievance and appeal that involve the Administrative Committee or the General Board.
 - 6.5.1.2. Maintaining a list of trained mediators to assist in areas of conflict, mediation, and resolution.
- 6.5.2. The Committee on Counsel and Mediation has oversight of conflicts related to structure, mission and funding.

6.6. General Ministry Covenantal Dialogue Committee

- 6.6.1. The General Ministry Covenantal Dialogue Committee's primary purpose is dialogue with General Ministries for their particular mission of the Christian Church (Disciples of Christ). The General Ministry Covenantal Dialogue Committee has the following duties:
 - 6.6.1.1. Conducting the Covenantal Dialogue Process every five years and reporting the results to the General Board and the respective General Ministry Boards.
 - 6.6.1.2. Reviewing and amending the Covenantal Dialogue Process as needed and submitting amendments to the General Board for approval.

6.7. General Assembly Committee

- 6.7.1. The General Assembly Committee's primary purpose is to recommend the time and place of each General Assembly and to follow up on General Assembly Business Items. The General Assembly Committee has the following duties:

- 6.7.1.1. Conducting site visits in conjunction with Office of the General Minister and President's General Assembly staff to recommend the time and place of future General Assemblies.
- 6.7.1.2. Following up on work assigned to specific ministries by the General Assembly.
- 6.7.1.3. Reporting to the next General Assembly the activities related to business items from the most recent General Assembly.

6.8. General Minister and President's Vision Advisory Committee

- 6.8.1. The General Minister and President's Vision Advisory Committee's primary purpose is to advise the General Minister and President on matters related to the mission, vision, and identity of the Christian Church (Disciples of Christ). The General Minister and President's Vision Advisory Committee has the following duties:
 - 6.8.1.1. Serving as an advisory committee on the call of the General Minister and President.
 - 6.8.1.2. Prioritizing its work with concerns for the following:
 - 6.8.1.2.1. Christian unity and global mission.
 - 6.8.1.2.2. Congregational mission in the United States and Canada.
 - 6.8.1.2.3. Higher education and social services.
 - 6.8.1.2.4. The General Assembly, General Board, and Administrative Committee.

6.9. General Board Special Task Forces and Committees

- 6.9.1. The General Board may appoint special (advisory) committees, task forces, commissions, or panels in accordance with the Standing Rules for the Administrative Committee Section 8.

7. Sunset Rules

- 7.1. All programs and priorities that are mandated by the General Board shall be limited to a 4-year duration unless otherwise specified in the approved General Board's business item.
- 7.2. This shall be monitored by the governance committee, unless otherwise stated in the enabling action.

8. Procedures for the Calling and Election of the General Minister and President

8.1. Role of the Administrative Committee

- 8.1.1. Select the members of the Search Committee (See 8.2).
- 8.1.2. Establish the qualifications of the General Minister and President.
- 8.1.3. Receive the list of candidates from the Search Committee and conduct interviews of candidates (See 8.6).
- 8.1.4. Nominate a candidate to the General Board for approval and forwarding the candidate to the General Assembly for calling and election.
- 8.1.5. Carry out these functions (8.1.1, 2, 3, 4) in the following manner:

- 8.1.5.1. The Administrative Committee shall docket an appropriate amount of time in Executive Session to be used in seeking God's counsel for the future direction and leadership of the church.
- 8.1.5.2. At the beginning of the Executive Session of the Administrative Committee, the outgoing General Minister and President shall be asked to briefly address the Administrative Committee.

8.2. The Membership of the Search Committee for the Selection of Nominees for General Minister and President

- 8.2.1. The Search Committee shall consist of 11 persons and 1 alternate with at least 6 of these 12 being persons of color⁷ as consistent with the Executive Search Process.⁸
- 8.2.2. Shall be composed as follows:
 - 8.2.2.1. The Moderators of the General Assembly.
 - 8.2.2.2. Two members of the Administrative Committee's continuing class as elected by the Administrative Committee.
 - 8.2.2.3. Five members of the General Board nominated as follows:
 - 8.2.2.3.1. The Moderators will nominate a list of 10 members of the General Board's continuing class, of which The Administrative Committee will elect 5 plus 1 alternate in the following manner:
 - 8.2.2.3.1.1. Each Administrative Committee member will vote for 5 candidates. If 5 candidates receive a majority of the votes, those candidates are elected. If more than 5 receive a majority of total votes then the top five candidates are elected. If less than 5 receive a majority, those receiving a majority are elected, the remaining members are voted for the open position(s) with each Administrative Committee member having a number of votes equal to the number of open positions. This process continues until all 5 positions are filled in accordance 8.2.1.
 - 8.2.2.4. An Alternate
 - 8.2.2.4.1. The person from among the 10 General Board nominees receiving the largest vote total, but not otherwise elected for the Search Committee shall be designated as alternate without vote.
 - 8.2.2.4.2. The alternate shall attend all meetings and serve in the event of the death or resignation of 1 of the 11 voting members.
 - 8.2.2.5. The Chair
 - 8.2.2.5.1. The Moderator shall appoint one of the search committee members as chair.

8.3. Search Committee Process

- 8.3.1. The Search Committee shall use the Executive Search Model as approved by the General Board.
- 8.3.2. Gathering of Information:

⁷ Consideration of persons of color should include (but is not limited to) participation in the recognized racial / ethnic ministries.

⁸ The Executive Search Model is a policy of the General Board.

8.3.2.1. The Search Committee shall seek input from members of the Council of General Ministries, the College of Regional Ministers, and congregations.

8.3.2.2. Staff from the General Office shall be excused from any participation in this or any other phase of the search, nomination, and election process, except where specifically requested by the Search Committee.

8.3.3. The Search Committee shall employ its own staff and shall have funds made available through the Office of the General Minister and President.

8.4. Soliciting of Names

8.4.1. The Search Committee shall solicit names from general ministries, institutions, regions, and members of the church at large.

8.4.2. The Search Committee, through denominational publications including but not limited to general and regional church communications, shall make requests for receiving written suggestions of names.

8.4.3. Potential candidates must be in the Search and Call system of the Christian Church (Disciples of Christ).

8.5. Interviews

8.5.1. The Search Committee shall interview as many persons as it deems necessary to fulfill its responsibilities.

8.5.2. Written statements, the content of which is determined by the Search Committee, are required from persons selected for interviews and forwarded to the appropriate bodies.

8.6. Search Committee Nominees

8.6.1. The Search Committee shall forward a list of at least 2 but not more than 5 nominees to the Administrative Committee.

8.6.2. The Search Committee shall forward to the Administrative Committee each nominee's written statement, a concise statement of qualifications, and biographical information including a physician's letter indicating fitness for duty based on the General Minister and Presidents job description.

8.6.3. The screener's report as required by the Executive Search Model shall be provided to the Administrative Committee on the proposed candidates.

8.6.4. This information is to be sent to the Administrative Committee as soon as possible, but no less than seven days before Administrative Committee voting, thus enabling voters to maximize their knowledge of the nominees.

8.7. The Administrative Committee Nominating Process

8.7.1. For the purpose of nominating the candidate, the Administrative Committee shall:

8.7.1.1. Declare itself in executive session. With the exception of the Search Committee, all other guests, non-voting members and the General Minister and President shall be excused.

8.7.1.2. The Executive Session will take place at an appropriate mid-place in its meeting agenda for the purpose of selecting a nominee.

8.7.1.3. Interview each of the persons presented by the Search Committee

8.7.1.4. Select a nominee by ballot, with a two-thirds majority of the votes of those present being required for nomination as follows:

- 8.7.1.4.1. Time is allotted for discussion with each member of the Administrative Committee casting a secret ballot for his/her first choice.
- 8.7.1.4.2. If a candidate receives two-thirds vote or more of the votes cast, that person is the nominee.
- 8.7.1.4.3. If there are more than two candidates and there is no two-thirds vote, the candidate receiving the fewest votes shall be removed from the ballot and a new ballot taken on those who remain.
- 8.7.1.4.4. Re-balloting shall continue if necessary and the persons with the fewest votes will be removed from the ballot each time until only two candidates remain.
- 8.7.1.4.5. In this process of arriving at two candidates, a tie for the fewest votes would mean a new vote among those tied to see which shall continue as a candidate.
- 8.7.1.4.6. When the ballot is between two candidates and neither receives a two-thirds majority, time shall be allotted for additional consideration of the candidates prior to a second ballot between the two.
- 8.7.1.4.7. If a third ballot is required, time shall be allotted for discussion.
- 8.7.1.4.8. When no candidate receives the necessary two-thirds majority, the Administrative Committee shall request the Search Committee to present a new list of persons willing and qualified to serve as General Minister and President.
- 8.7.1.4.9. Upon receipt of the names, the process shall be repeated (See Section 8.4, 5, 6, 7).

8.8. When the Administrative Committee has a nominee

- 8.8.1. Before submitting the name to the General Board, provisional negotiations concerning terms of employment and transition may begin.
- 8.8.2. The Moderators shall be authorized to conduct confidential negotiations with the candidate and the candidate's employer.
- 8.8.3. The Moderators shall consult with the appropriate staff member in the Office of the General Minister and President regarding personnel policies and the Employment Agreement with the candidate.
- 8.8.4. The Moderators shall forward to the General Board within two days of the Administrative Committee's decision the written statement, biographical description, and concise statement of qualifications.

8.9. The Role of the General Board Regarding the Search Committee

- 8.9.1. Confirms the members of the Search Committee.
- 8.9.2. If the General Board does not confirm the committee.
 - 8.9.2.1. The Administrative Committee shall reconvene to name a new committee as per Section 8.2 of these rules.

8.10. The Role of the General Board Regarding the Candidate

- 8.10.1. The General Board shall convene in Executive Session, and include all ex-officio members of the General Board and the Search

Committee. At the beginning of the Executive Session, the outgoing General Minister and President shall be asked to briefly address the General Board.

- 8.10.2. The General Board shall use the following process regarding the Administrative Committee's nominee:
- 8.10.2.1. Review the nominee's written statement, and the concise statement of qualifications and biographical information as provided by the Search Committee.
 - 8.10.2.2. At an appropriate mid-place on the Board's docket, the chairperson of the Search Committee shall present for the General Board a detailed summary of the process to this point, present the nominee of the Administrative Committee, and field all questions in discussion and debate.
 - 8.10.2.3. The General Board shall provide an opportunity for members of the General Board to engage in dialogue with the candidate.
 - 8.10.2.4. The vote to "forward the name" of the nominee to the General Assembly for election and call to ministry shall be taken.
 - 8.10.2.5. The vote requires a two-thirds majority of the voting members present.
 - 8.10.2.6. The vote shall be by ballot.
 - 8.10.2.7. Following a favorable vote the nominee shall be invited to make formal remarks to the General Board.
- 8.10.3. When a nominee has been selected by the General Board, normal procedures of notification of congregations shall be followed.⁹
- 8.10.4. If, in unusual circumstances, it is impossible to notify congregations, the General Board by a two-thirds vote may forward the name directly to the General Assembly.

8.11. Failure to Approve

If the General Board does not approve the nominee, then the Administrative Committee shall take immediate steps to present another nominee. (See Section 8.7ff)

8.12. The Role of General Assembly Regarding the Nominee

- 8.12.1. As an Order of the Day the General Assembly business agenda, the chairperson of the Search Committee shall:
- 8.12.1.1. Present a detailed summary of the process,
 - 8.12.1.2. Share the biography and credentials of the nominee and
 - 8.12.1.3. Answer all questions in discussion and debate.
 - 8.12.1.4. The Moderator shall proceed to a ballot vote on the business item.
 - 8.12.1.5. A two-thirds majority of votes cast by ballot shall be required for election.
 - 8.12.1.6. Upon election, the General Minister and President-elect shall be given time to address the General Assembly.
 - 8.12.1.7. In the event a two-thirds majority vote is not reached by the assembly, the Administrative Committee shall be responsible under *The Design* for taking the necessary steps to select another nominee for presentation to the next General Assembly.

⁹ Paragraph 44 of *The Design*

8.12.1.8. The Administrative Committee shall proceed to name a General Minister and President to act until the next General Assembly.

8.13. Re-election

8.13.1. *The Design* states that a General Minister and President may be re-elected one time for a term of six years.¹⁰ Regular provisions for election apply as described in Section 8.

8.14. Removal from Office¹¹

9. Process for Re-election of a General Minister and President of the Christian Church (Disciples of Christ)

9.1. The Role of the Administrative Committee regarding the Review/Search and Call Committee:

9.1.1. Receive from the General Minister and President a statement declaring her/his intent to stand before the church for re-election.¹²

9.1.2. Declare itself in executive session, including non-voting members, for the purposes of:

9.1.2.1. Voting to initiate or not initiate the re-election process, including a review of the timeline for implementation.

9.1.2.2. Initiating the process outlined in Section 8.2 to establish the Review/Search and Call Committee.

9.2. The Role of the Administrative Committee Regarding Forwarding the Name

9.2.1. For the purpose of nominating the candidate, the Administrative Committee shall:

9.2.1.1. Declare itself in executive session including non-voting members and the Review/Search and Call Committee. All other guests shall be excused.

9.2.1.2. Meet with the General Minister and President to review the information from the Review/Search and Call committee, before excusing the Review/Search and Call Committee and the General Minister and President.

9.2.1.3. Use the following process:

9.2.1.3.1. Allot time for discussion.

9.2.1.3.2. Use a secret ballot to vote to confirm or not confirm the re-election of the current General Minister and President.

9.2.1.3.3. If the candidate does not receive the necessary two-thirds majority, the Administrative Committee shall request the Search and Call Committee¹³ to commence a search for a new candidate who can serve a full term, using the process outlined in Section 8.

¹⁰ Paragraph 53b of *The Design*

¹¹ Paragraph 53d of *The Design*

¹² It is assumed the General Minister and President discernment process will include consultation with church leaders including the Pastoral Table.

¹³ Formerly referred to as the Review/Search and Call Committee.

9.2.1.3.4. If the candidate is approved by a two-thirds majority vote, a business item should be forwarded to the General Board and General Assembly¹⁴ as outlined in sections 9.5ff.

9.3. Role of the Review / Search Committee

9.3.1. The Review Committee shall be established like a Search Committee as described in Section 8.2 so that the Review Committee can serve as a Search and Call Committee, if needed.

9.3.2. Forward a questionnaire to at least the following:

9.3.2.1. All members of the General Board who served during the GMP's first term.

9.3.2.2. All regional ministers and General Ministry Presidents, the Administrative Secretary of the National Convocation, the National Hispanic Pastor, and the Executive Pastor of North American Pacific Asian Disciples.

9.3.2.3. Elected President or Chair of the following constituency groups: International Disciples Women, General Conference of Disciples Men, General Youth Council, and Young Adult Commission.

9.3.2.4. Chief executive officers of Disciples-related theological education institutions that receive Disciples Mission Fund support.

9.1.1.1. Chief Executive Officers of Disciples-related undergraduate institutions that receive Disciples Mission Fund support.

9.1.1.2. All former Moderators and Vice-Moderators who have served during the GMP's current term.

9.1.1.3. 5 ecumenical peers

9.1.1.4. Members from 25 local congregations. In selecting the congregations, the Review/Search and Call Committee shall give consideration to racial/ethnic diversity, age of the congregation, geographic location, and ministry setting.

9.1.2. The questionnaire shall be designed in such a manner as to evaluate the GMP's leadership and shall include topics such as:

9.1.2.1. Pastoral/Spiritual leadership;

9.1.2.2. Administrative leadership;

9.1.2.3. Communication skills;

9.1.2.4. Vision for the Christian Church (Disciples of Christ);

9.1.2.5. Other information to share with the Review/Search and Call Committee; and

9.1.2.6. Recommendations to the GMP regarding the next term.

9.2. The Role of the General Board Regarding the Review/Search and Call Committee

9.2.1. Confirms the members of the Review/Search and Call Committee.

9.2.2. If the General Board does not confirm the committee, the Administrative Committee shall reconvene to name a new committee as per Section 8.2 of these rules.

9.3. The Role of the General Board Regarding the Candidate for Re-election

¹⁴ Paragraph 44 of *The Design*

- 9.3.1. The General Board shall convene in Executive Session and include all ex-officio members of the General Board and the Review/Search and Call Committee. The General Board shall use the following process regarding the Administrative Committee's nominee:
 - 9.3.1.1. The chairperson of the Search Committee shall present for the General Board a detailed summary of the process to this point, present the recommendation of the Administrative Committee regarding re-election, and field all questions in discussion and debate.
 - 9.3.1.2. The nominee shall address the General Board regarding re-election and her/his goals for the next term of service.
 - 9.3.1.3. Members of the General Board shall engage in dialogue with the nominee.
 - 9.3.1.4. The vote to "forward the name" to the General Assembly for re-election shall be taken via secret ballot.
 - 9.3.1.5. The vote requires a two-thirds majority of the voting members present.
- 9.3.2. When a nominee is selected the General Board shall communicate its decision to the church.
- 9.3.3. The General Board, by a two-thirds vote, may forward the name directly to the General Assembly, in the case of unusual circumstances that prevented congregations from being notified.
- 9.3.4. Failure to Approve
If the General Board does not approve the nominee, the Administrative Committee shall follow the steps in Section 8.7ff.

9.4. The Role of General Assembly Regarding the Nominee

- 9.4.1. As an Order of the Day on the General Assembly business agenda,
 - 9.4.1.1. The chairperson of the Search Committee shall:
 - 9.4.1.1.1. Present a detailed summary of the re-election process,
 - 9.4.1.1.2. Share the biography and credentials of the nominee,
 - 9.4.1.1.3. Invite the nominee to speak to the Assembly about her/his plans for another term,
 - 9.4.1.1.4. Answer questions in discussion and debate.¹⁵
 - 9.4.1.2. The Moderator shall proceed to a ballot vote on the business item.
 - 9.4.1.3. A two-thirds majority of votes cast by ballot shall be required for election.
 - 9.4.1.4. In the event a two-thirds majority vote is not reached by the assembly, the Administrative Committee shall:
 - 9.4.1.4.1. Inform the nominee of the failure to be re-elected
 - 9.4.1.4.2. Appoint a person who shall serve as General Minister and President to serve until the next General Assembly.¹⁶
 - 9.4.1.4.3. Take the necessary steps, according to *The Design*, to select another nominee for presentation to the next General Assembly.

¹⁵ See Section 7 of the Special Rules for Procedure of the General Assembly.

¹⁶ Reference Design para re: qualifications of the GMP

10. Compliance with the Open Meetings Policy of the General Assembly

- 10.1.** The General Board shall comply with the Opening Meeting Policy of the General Assembly.
- 10.2.** The General Board recognizes two categories of non-board members.
- 10.3.** Guests
 - 10.3.1. Guests attend meetings at the request of the Moderator, the General Minister and President or by virtue of chairing a special task force or committee that reports to the General Board.
 - 10.3.2. Guests have the privilege of addressing the plenary, committee or small group as it pertains to the particular topic for which they have been invited.
 - 10.3.3. Guests are invited to all open sessions of the General Board.
 - 10.3.4. Guests are required to seek additional permission from the Moderator, chair or small group leader to address other matters at the meeting.
 - 10.3.5. The expenses for guests are provided by the Office of the General Minister and President.
- 10.4.** Public Visitors
 - 10.4.1. Public visitors are members of the Christian Church (Disciples of Christ) or the community at-large who choose to attend the meeting.
 - 10.4.2. Public visitors are invited to all open sessions of the General Board.
 - 10.4.3. Public visitors must seek permission from the Moderator, committee chair or small group leader prior to the start of each session in order to speak on each topic they wish to address. Participation is at the discretion of the aforementioned leaders.
 - 10.4.4. Public visitors attend at their own expense. Any expenses incurred by the Office of the General Minister and President will be billed to a public visitor and/or the associated ministry.

11. Indemnification

11.1 Indemnification by the Corporation. To the extent not inconsistent with applicable law, every person (and the heirs and personal representatives of such person) who is or was a director, officer, or member of any board or committee or subcommittee of the Corporation shall be indemnified by the Corporation against all liability and reasonable expense that may be incurred by her or him in connection with or resulting from any claim, action, suit, or proceeding (a) if such person is wholly successful with respect thereof, or (b) if not wholly successful, then if such person is determined as provided in Section 3 of this Rule 11 to have acted in good faith, in what he or she reasonably believed to be the best interests of the Corporation (or, in any case not involving the person's official capacity with the Corporation, in what he or she reasonably believed to be not opposed to the best interests of the Corporation) and, in addition, with respect to any criminal action or proceeding, is determined to have had reasonable cause to believe that the conduct was lawful (or no reasonable cause to believe that the conduct was unlawful). The termination of any claim, action, suit, or proceeding, by judgment,

settlement (whether with or without court approval), or conviction or upon a plea of guilty or of *nolo contendere*, or its equivalent, shall not create a presumption that a person did not meet the standards of conduct set forth in this Rule 11.

11.2 Definitions.

- a) As used in this Rule 11, the terms "claim, action, suit, or proceeding" shall include any threatened, pending, or completed claim, action, suit, or proceeding and all appeals thereof (whether brought by or in the right of this Corporation, any other corporation or otherwise), civil, criminal, administrative or investigative, whether formal or informal, in which a person (or her or his heirs or personal representatives) may become involved, as a party or otherwise:
- (i) By reason of her or his being or having been a director, officer, or member of any board or committee or subcommittee of the Corporation or of any corporation where he or she served as such at the request of the Corporation, or
 - (ii) By reason of her or his acting or having acted in any capacity in a corporation, partnership, joint venture, association, trust or other organization or entity where he or she served as such at the request of the Corporation, or
 - (iii) By reason of any action taken or not taken by her or him in any such capacity, whether or not he or she continues in such capacity at the time such liability or expense shall have been occurred.
- (b) As used in this Rule 11, the terms "liability" and "expense" shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgment, fines or penalties against, and amounts paid in settlement by or on behalf of, a person.
- (c) As used in this Rule 11, the term "wholly successful" shall mean (i) termination of any action, suit, or proceeding against the person in question without any finding of liability or guilt against her or him, (ii) approval by a court, with knowledge of the indemnity herein provided, of a settlement of any action, suit, or proceeding, or (iii) the expiration of a reasonable period of time after the making of any claim or threat of any action, suit, or proceeding without the institution of the same, without any payment or promise made to induce a settlement.

11.3 Entitlement to Indemnification. Every person claiming indemnification hereunder (other than one who has been wholly successful with respect to any claim, action, suit, or proceeding) shall be entitled to indemnification (a) if special independent legal counsel, which may be regular counsel of the Corporation or other disinterested person or persons, in either case selected by the Administrative Committee, whether or not a disinterested quorum exists (such counsel or person or persons being hereinafter called the "referee"), shall deliver

to the Corporation a written finding that such person has met the standards of conduct set forth in the preceding Section 1 of this Rule 11 and (b) if the Administrative Committee, acting upon such written finding, so determines. The person claiming indemnification shall, if requested, appear before the referee and answer questions which the referee deems relevant and shall be given ample opportunity to present to the referee evidence upon which he or she relies for indemnification. The Corporation shall, at the request of the referee, make available facts, opinions or other evidence in any way relevant to the referee's finding that is within the possession or control of the Corporation.

11.4 Relationship to Other Rights. The right of indemnification provided in this Rule 11 shall be in addition to any rights to which any person may otherwise be entitled.

11.5 Extent of Indemnification. Irrespective of the provisions of this Rule 11, the Administrative Committee may, at any time and from time to time, approve indemnification of directors, officers, members of any board or committee or subcommittee or other persons to the fullest extent permitted by applicable law, or, if not permitted, then to any extent not prohibited by such law, whether on account of past or future transactions.

11.6 Advancement of Expenses. Expenses incurred with respect to any claim, action, suit, or proceeding may be advanced by the Corporation (by action of the Administrative Committee, whether or not a disinterested quorum exists) prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount unless he or she is entitled to indemnification.

11.7 Purchase of Insurance. The Administrative Committee is authorized and empowered to purchase insurance covering the Corporation's liabilities and obligations under this Rule 11 and insurance protecting the Corporation's directors, officers, and board and committee and subcommittee members.