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BYLAWS OF
MISSION WEST
CHRISTIAN CHURCH IN THE SOUTHWEST (DISCIPLES OF CHRIST)

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ARTICLE I
OFFICE AND REGISTERED AGENT

9 Section 1. Principal Office. The principal office of Mission West Christian Church in the the Southwest
10 (Disciples of Christ), hereinafter referred to as MW or “the corporation” shall be in the State of Texas.

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12 Section 2. Registered Office and Agent. The Corporation shall have and continuously maintain a
13 registered office and a registered agent in the State of Texas, as required by the State of Texas Nonprofit
14 Corporation Act. The registered agent shall be either an individual resident of the State or a corporation
15 authorized to transact business in the State.

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ARTICLE II
PURPOSE

20 Section 1. Mission West serves as an association of Areas, made up of the Central, Hi Plains, and Tres
21 Rios Areas of the Christian Church in the Southwest and their member churches. Its purpose is to enrich,
22 renew, and expand each congregation’s response to God’s call to mission in its context by the sharing of
23 resources, personnel and inspiration.

24
25 Section 2. The organization is a nonprofit, tax-exempt entity pursuant to Section 501(C)3 of the Internal
26 Revenue Code of 1954, as now or hereafter amended.

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ARTICLE III
MEMBERSHIP

31 Membership shall include congregations of the Central, Hi Plains and Tres Rios Areas of the CCSW and
32 any that desire to join the common mission and purpose of MW, are received by Board action, and are
33 designated as Christian Church (Disciples of Christ) congregations by the Christian Church (Disciples of
34 Christ) in the United States and Canada.

35
36 Member congregations in good standing as defined by the Board of Directors shall have the right to vote
37 at the annual meeting of the members, as well as to vote on such other issues as the Board may choose
38 to bring before the members. Each congregation shall have 2 votes.

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ARTICLE IV
BOARD OF DIRECTORS

43 Section 1. Powers. There shall be a Board of Directors of MW, which shall supervise and control the
44 business, property and affairs of MW, except as otherwise expressly provided by law, the Articles of
45 Incorporation of MW or these Bylaws.

1 Section 2. Number and Qualifications. The Board of Directors of MW shall be composed of no less than
2 six (6) nor more than twelve (12) individuals including all officers, with at least two (2) from each of the
3 Central, Hi Plains and Tres Rios Areas. An optimum number of Directors will be nine (9), with at least
4 three (3) from each Area. Directors shall be selected from member congregations and clergy and should
5 include clergy and lay members who represent a cross section of MW and bring significant strengths and
6 gifts to the leadership of MW.

7
8 Section 3. Election and Term of Office. The Directors and officers of the Board of Directors shall be
9 nominated by the Directors and elected by majority vote of the member congregations at the annual
10 meeting of the corporation. Additional nominations may be received from members in attendance at
11 the annual meeting of the corporation, provided individual nominees are in agreement. Elected
12 Directors shall serve for a term of three years. No Director may serve more than two (2) full terms
13 consecutively and must go one full year before election to a new term as a director. One-third (1/3) the
14 initial elected Directors shall serve a one (1) year term and one-third (1/3) the initial elected Directors
15 shall serve a (2) year term and one-third (1/3) the initial elected Directors shall serve a (3) year term.
16 Thereinafter, each Director shall be elected for a three-year term at each annual meeting of the
17 members.

18
19 Section 4. Resignation. Any Director may resign at any time by giving written notice to the Moderator
20 of the Board of Directors. Such resignation shall take effect at the time specified in the written notice,
21 or, if no time is specified, at the time of acceptance of the resignation by the Moderator.

22
23 Section 5. Removal. Any Director may be removed from office, with or without cause, by a two-thirds
24 (2/3) vote of all Directors of the Board at any regular meeting or at a special meeting of the Board called
25 expressly for that purpose.

26
27 Section 6. Vacancies. Vacancies on the Board shall be filled by majority vote of the remaining members
28 of the Board of Directors for the unexpired term.

29
30 Section 7. Regular Meetings. The annual meeting of the corporation led by the Board of Directors of
31 MW shall be held each year, at such time, day and place as shall be designated by the Board of
32 Directors. All members of member congregations will be invited to attend the annual meeting. The
33 annual meeting will include no more than two (2) voting members designated by each member
34 congregation. The Board of Directors shall hold at least one additional regular meeting each year.

35
36 Section 8. Special Meetings. Special meetings of the Board of Directors may be called at the direction of
37 the Moderator or by a majority of the voting Directors then in office, to be held at such time, day and
38 manner as shall be designated in the notice of the meeting.

39
40 Section 9. Emergency Meetings. Emergency meetings of the Board of Directors may be called by the
41 Moderator or another Officer to be held at such a time, day and manner as shall be designated in the
42 notice of the meeting.

43
44 Section 10. Notice. Notice of the time, day and manner of any regular or special meeting of the Board
45 of Directors shall be given at least fourteen (14) days prior to the meeting and in the manner set forth in
46 Article VII Section 2 of these Bylaws. The purpose for which a special meeting is called shall be stated in
47 the notice. Any Director may waive notice of any meeting by a written statement executed either

1 before or after the meeting. Attendance and participation at a meeting without objection to notice shall
2 also constitute a waiver of notice.

3
4 Section 11. Quorum. A majority of the Directors then in office, consisting of at least one director from
5 each of the three Areas, shall constitute a quorum for the transaction of business at any meeting of the
6 Board of Directors.

7
8 Section 12. Manner of Acting. Except as otherwise expressly required by law, the Articles of
9 Incorporation of MW, or these Bylaws, the affirmative vote of a majority of the Directors present at any
10 meeting at which a quorum is present shall be the act of the Board of Directors. Each Director shall have
11 one vote. Voting by proxy shall not be permitted.

12
13 Section 13. Board Action In Lieu of a Meeting. Motions may be presented and votes recorded using
14 electronic mail or other electronic communication, provided that an opportunity for open discussion of
15 such motion is provided all Directors in advance of the vote. All electronic votes shall be documented by
16 return e-mail, with e-mail addresses included and attached to the Board of Directors minutes of the next
17 regular meeting after being presented as information by the Moderator. The use of electronic votes
18 shall be limited to matters that, in the judgment of the Moderator, should not be deferred to a regular
19 or special called meeting of the Board of Directors.

20
21 Section 14. Electronic Meeting. Any Director may participate in a meeting of the Board of Directors by
22 means of a conference telephone or similar telecommunications device which allows all persons
23 participating in the meeting to hear each other. Participation by electronic means shall be equivalent to
24 presence in person at the meeting for purposes of determining if a quorum is present.

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26 **ARTICLE V**
27 **OFFICERS**

28
29 Section 1. Officers. The officers of the Board of Directors of MW, shall consist of a Moderator, a
30 Moderator-Elect, a Secretary, a Treasurer. One person may not hold more than one office
31 simultaneously.

32
33 Section 2. Election of Officers. The officers of MW shall be elected at the annual meeting of the
34 corporation by the voting members present.

35
36 Section 3. Term of Office. The officers of the Board of Directors shall be installed at the annual meeting
37 at which they are elected and shall hold office until the next annual meeting or until their respective
38 successors shall have been duly elected. Officers of the Board of Directors shall serve no more than two
39 consecutive terms of office and must go one full year without holding any office before election to a
40 new term as an officer of the Board of Directors. The Treasurer, Secretary shall be elected to two (2)
41 year terms; Moderator and Moderator-Elect shall be elected to one (1) year terms.

42
43 Section 4. Resignation. Any officer may resign at any time by giving written notice to the Moderator or
44 Board of Directors. Such resignation shall take effect at the time specified in the notice, or if no time is
45 specified, then immediately.

1 Section 5. Removal. Any officer may be removed, with our without cause, from such office by a two-
2 thirds (2/3) vote of all Directors at any regular meeting or at a special meeting of the Board called
3 expressly for that purpose.

4
5 Section 6. Vacancies. A vacancy in any office shall be filled by majority vote of the Board of Directors for
6 the unexpired term.

7
8 Section 7. Moderator. The Moderator shall give active direction and lead the Board of Directors in
9 control of the business and affairs of MW. He or she may sign contracts or other instruments which the
10 Board of Directors has authorized to be executed, and shall perform all duties incident to the office as
11 may be prescribed by the Board of Directors.

12
13 Section 8. Moderator-Elect. The Moderator-Elect shall fulfill the usual duties of that office and preside
14 over the regular and special meetings at which the Moderator is not present. The Moderator-Elect shall
15 prepare to assume the office of Moderator in the ensuing year.

16
17 Section 9. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors;
18 see that all notices are duly given in accordance with the provisions of these Bylaws, ensure staff
19 members keep corporate records; and in general perform all duties incident to the office of Secretary
20 and such other duties as may be assigned by the Board of Directors.

21
22 Section 10. Treasurer. The Treasurer shall be responsible for overseeing all financial operations of MW.
23 The Treasurer shall perform all the duties incident to the office of Treasurer and such other duties as
24 from time to time may be assigned by the Board of Directors.

25
26 Section 12. Bonding. If requested by the Board of Directors, any person entrusted with the handling of
27 funds or valuable property of MW shall furnish, at the expense of MW, a fidelity bond, approved by the
28 Board of Directors.

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30 **ARTICLE VI**
31 **COMMITTEES OF THE BOARD**
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33 Section 1. Committees. The Board of Directors, by resolution adopted by a majority of the directors in
34 office, may designate and appoint one or more committees, each consisting of two or more Directors,
35 these committees shall have and exercise the authority of the Board of Directors in the governance of
36 the corporation. However, no committee shall have the authority to amend or repeal these Bylaws;
37 elect or remove any officer or director; adopt a plan of merger; or authorize the voluntary dissolution of
38 the corporation. All committees shall be named for no purpose other than to fulfill the purpose of MW
39 as stated in these Bylaws.

40
41 Section 2. Executive Committee. Between meetings of the Board of Directors, the day-to-day affairs of
42 the corporation may be conducted by an Executive Committee, the membership of which shall consist of
43 the officers of the corporation.

44
45 Section 3. Other Committees and Task Forces. The Board of Directors may create and appoint members
46 to such other committees and task forces, as they shall deem appropriate. Such committees and task
47 forces shall have the power and duties designated by the Board of Directors, and shall give advice and

1 make non-binding recommendations to the Board. Members may consist of Directors and other
2 individuals who are relevant to the execution of the committee or task force's powers and duties.

3
4 Section 4. Term of Office. Each member of a committee shall serve for one year until the next annual
5 meeting of the Board of Directors and until a successor is appointed, unless the committee is sooner
6 dissolved. Members of committees may serve consecutive terms.

7
8 Section 5. Vacancies. Vacancies in the membership of committees may be filled by the Moderator.

9
10 Section 6. Rules. Each committee and task force may adopt rules for its meetings consistent with these
11 Bylaws or with any rules adopted by the Board of Directors.

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13 **ARTICLE VII**
14 **LEAD MINISTER AND STAFF**

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16 The Board of Directors may hire a Lead Minister to act as Executive Director of the Corporation to
17 manage the daily operations of the Corporation. The Lead Minister shall be the primary staff person
18 responsible for coordinating the implementation of MW policies and ministry, including the authority to
19 employ and dismiss MW staff in consultation with the MW Board of Directors, and such other duties as
20 the Board of Directors may require.

21
22 The Lead Minister serves as an ex officio, non-voting member of the MW Board of Directors.

23
24 **ARTICLE VIII**
25 **MISCELLANEOUS PROVISIONS**

26
27 Section 1. Fiscal Year. The fiscal year of MW shall be the calendar year.

28
29 Section 2. Notice. Whenever under the provisions of these Bylaws notice is required to be given to a
30 Director or officer, such notice shall be given in writing by first class mail or overnight delivery service
31 with postage prepaid to such person at his or her address as it appears on the records of the
32 corporation. Such notice shall be deemed to have been given when deposited in the mail or the delivery
33 service. Notice may also be given by facsimile, electronic mail, or hand delivery, and shall be deemed
34 given when sent by the Corporation to the facsimile number or electronic mail as it appears on the
35 records of the Corporation.

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37 **ARTICLE IX**
38 **INDEMNIFICATION**

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40 Unless otherwise prohibited by law, MW may indemnify any Director or officer or any former Director or
41 officer, and may by resolution of the Board of Directors indemnify any employee, against any and all
42 expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding
43 to which he or she is made a party by reason of being a Director, officer, or employee. However, there
44 shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of
45 a criminal offense or liable to MW for damages arising out of his or her own gross negligence in the
46 performance of a duty to MW.

1 Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to,
2 counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and
3 amounts paid in settlement by, such Director, officer, or employee. MW may advance expenses or
4 where appropriate may itself undertake the defense of any Director, officer or employee. However,
5 such Director, officer, or employee shall repay such expenses if it should be ultimately determined that
6 he or she is not entitled to indemnification under this Article.

7
8 The Board of Directors shall also authorize the purchase of insurance on behalf of any Director, officer,
9 employee, or other agent against any liability incurred by him or her, which arises out of such person's
10 status as a Director, officer, employee, or agent, whether or not MW would have the power to
11 indemnify the person against that liability under law.

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13 **ARTICLE X**
14 **AMENDMENTS TO BYLAWS**

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16 The Board of Directors shall have the power to alter, amend, or repeal the bylaws or adopt new by-laws
17 by a two-thirds vote of the Directors eligible to vote, provided that no such action shall be taken if it
18 would in any way adversely affect the corporation's qualifications under section 501(c)3 of the Internal
19 Revenue code of 1954 or corresponding sections of any prior or future law.

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21 **ARTICLE XI**
22 **DISSOLUTION**

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24 Dissolution of MW shall be the decision of the Board of Directors by unanimous vote of the Directors
25 then in office. Upon dissolution, the residual assets of the corporation shall be distributed to (an)
26 entities (y) of the Christian Church (Disciples of Christ) in the US and Canada.