

CHURCHES OF GOD, GENERAL CONFERENCE
CONSTITUTION

Original Adopted 1845 as Amended through August 4, 2004

1 NAME, STYLE, TITLE AND GOVERNMENT

- 1.01** The name, style, and title of this general and associated body of ministers and members of the annual/local elderships shall be "The General Eldership of the Churches of God in North America"; effective January 1, 1975, the name shall be "Churches of God, General Conference."
- 1.02** The provisions of this Constitution shall be a form or plan of government of general character and they shall extend to the annual/local conferences, churches, societies and individual members within the bounds of the General Conference.
- 1.03** The conferences or annual conferences referred to in this Constitution include such local elderships as continue the traditional use as part of their name the equivalent term eldership as designating such historic body, and conferences who may by appropriate amendments to their respective constitutions, adopt as part of their names the equivalent term conference as designating the historic body of the eldership and any new conferences. Any reference herein to the General Eldership shall likewise be construed to apply to the General Conference.
- 1.04** The Administrative Council of the General Conference shall function as the members and directors of the corporation being now the Pennsylvania corporation organized and existing under the act of April 18, 1867, PL 1295 and subsequent charter amendments.
- 1.05** The officers of the General Conference: the President, President-elect, Secretary, shall function as officers in their respective offices of the corporation
- 1.06** The Director of Finance shall serve as the treasurer of the corporation (for the purpose of section 7732 of the Pennsylvania Non-profit Corporation Law of 1972.)

2 HEADQUARTERS/ADMINISTRATIVE OFFICES

- 2.01** The legal corporation headquarters of the Churches of God, General Conference shall be at Harrisburg, Pennsylvania.

- 2.02** The administrative offices of the Churches of God, General Conference at the discretion of the Administrative Council are located at Findlay, Ohio.
- 2.03** A uniform interpretation, in accordance with the law of Pennsylvania where the General Conference is incorporated, shall be given to the provisions of this Constitution and contract of association, as implemented by regulations of the Administrative Council and as authoritatively construed by the duly constituted agencies of the Churches of God, General Conference.

3 TRIENNIAL ASSEMBLY MEMBERSHIP AND BASIS OF REPRESENTATION

- 3.01** The membership of the Triennial assembly of the Churches of God denomination shall consist of delegates from all the Conferences, which are or may be formed, in the following ratio providing that no person holding an annual license or other ministerial credential may be seated as a lay or young delegate, to Wit:
- 3.01.01** One minister ordained or licensed according to the standards of the General Conference, holding proper credential for three consecutive years, except in new Conferences or in cases where it is unavoidable, for every five hundred (500) members and any fraction thereof. Each Conference shall be entitled to at least one ministerial delegate. However, each Conference in electing ministerial delegates should if at all possible, elect those actively engaged in ministerial service. The three year requirement shall have been fulfilled if the proper credential has been held three years prior to the first day of the month in which the General Conference sessions are held.
- 3.01.02** Each Conference under 500 shall be entitled to one man and one woman lay delegate. For all Conferences over 500 they shall have equal the number of lay delegates as ministerial delegates and, as nearly as possible, shall be an equal number of men and women who are members of a local Churches of God congregation for at least three consecutive years.
- 3.01.03** Conferences may send as delegates additional young persons between the ages of sixteen and twenty-two inclusive, who are and have been members of a local Churches of God congregation for at least two consecutive years. Conferences having up to two thousand (2,000) members shall be entitled to two delegates and one additional young person for each additional two thousand (2,000) members or fraction thereof
- 3.01.04** Where no equivalent official body exists in any given geographical area the Administrative Council determines the appropriate representation.

- 3.01.05** The following shall be delegates by virtue of their respective offices: the president, president elect, secretary, the Executive Director, the members of the Administrative Council whose terms do not expire, the presidents of the officially recognized General Conference lay groups; the presidents of The University of Findlay and Winebrenner Theological Seminary; the Directors of Ministries and such other General Conference personnel specially qualified, by their position descriptions to advise the General Conference as duly designated by the Administrative Council. Persons serving as delegates by virtue of their respective office shall not count toward their Conference delegate quota.

4 BUSINESS SESSIONS

- 4.01** The General Conference sessions shall convene every three years at such time and place as may be determined by the General Conference at its previous triennial meeting or at such time and place as may be determined by the Administrative Council of the General Conference.
- 4.02** Certification of General Conference delegates shall be accomplished by each Conference, mailing the delegates' names and addresses to the General Conference Secretary. The Secretary shall cause the same to be published and shall submit to the Committee on Nominations the certified list of delegates.
- 4.03** Notification as to the time and place of the business session and causing the appropriate distribution of materials pertinent to the triennial sessions, shall be carried out by the Secretary sufficiently in advance as to properly advise all Conferences.
- 4.04** The Administrative Council shall appoint a Planning Committee for the Triennial Sessions to work in conjunction with the General Conference Executive Director to make the necessary arrangements for the conference.
- 4.05** Special Sessions of the General Conference may be convened by the Administrative Council by virtue of its corporate discretion or convened by petition from a majority of the Conferences who have taken appropriate action to support the petition. The time and place shall then be determined by the Administrative Council.

5 ORGANIZATION AND ELECTIONS

- 5.01** Committee on Nominations

- 5.01.01** A Committee on Nominations shall consist of one delegate from each Conference, selected by that Conference, and the General Conference officers. The Executive Director shall serve as an advisory member. The General Conference President shall serve as the chair and the Secretary shall serve as secretary.
- 5.01.02** The Committee on Nominations shall prepare the official roster of delegates and shall make nominations for each elective position in the General Conference officary providing at least one third more nominees than the number to be elected.
- 5.01.03** Printed ballots shall be prepared for use in voting for any elective position with blank spaces on-the ballot to write in the names of persons nominated from the floor.
- 5.01.04** The Committee shall use its best judgment according to the persons' giftedness and the needs of the Administrative Council. It may receive suggestions from a delegate or delegation; however, it is not required to place the names suggested to it upon the ballot listing the nominations.

5.02 Officers

- 5.02.01** The officers of the General Conference shall be a President, a President Elect and a Secretary. These shall be elected by ballot and shall hold their offices for six years, President Elect three years and serve as president three years, or until their successors are duly elected; subject however, to the power and discretion of the Administrative Council.
- 5.02.02** The Administrative Council shall consist of sixteen members. These sixteen persons will not serve on a Commission. They will be selected in the following manner:
 - 5.02.02.01** Ten persons elected by the General Conference in session based on conference representation. The representation shall be distributed proportionally based on denominational membership. Nomination of these persons will be according to procedures existing in the Constitution. Each person shall be elected to a six year term with five being elected at each regular conference session. Such terms of office shall be non-successive.
 - 5.02.02.02** Two at-large delegates who will be elected by the Administrative Council based on experience and giftedness needed to supplement that already existing on the Administrative Council. These persons do not have to be delegates to the General Conference Session. They will serve a three year term with no more than two consecutive full terms.

5.02.02.03 The three officers of the General Conference serving in their respective positions. These officers shall not apply against their respective Conferences for the quota on the Administrative Council.

5.02.02.04 The Executive Director of the General Conference shall serve as a member of the Administrative Council.

5.02.03 The Administrative Council shall prepare a report of all the Commissions and shall circulate the same to the General Conference delegates in preparation for its triennial meeting.

5.03 Election

5.03.01 No person shall be eligible for election to the Administrative Council who is not a member of the General Conference in session except for the two at-large members.

5.03.02 No one shall be declared elected without receiving a majority of the votes cast.

5.03.03 If an election is not completed on the first ballot, the names of all persons not having received more than twenty votes shall be dropped. On the third and subsequent ballots, the candidate receiving the lowest number of votes shall be dropped from the ballot.

5.03.04 The Administrative Council of sixteen members including the officers, being duly constituted, shall be installed by the retiring president.

5.04 If a vacancy occurs in the office of President, the President Elect shall assume that office. If a vacancy occurs in any other Administrative Council position it shall be filled by action of the Administrative Council. When there is a vacancy on the Administrative Council that vacancy shall be filled with a representative from the appropriate conference who need not have been a delegate at the last triennial conference.

6 ADMINISTRATIVE COUNCIL DUTIES

6.01 Meetings

6.01.01 The Administrative Council shall meet, at least annually, at times and places designated by them. Throughout the year the Council may call additional

meetings. Special meetings may be called by the President or a majority of the Administrative Council.

- 6.01.02** The Administrative Council may provide for participation in a meeting by one or more persons by means of conference telephone call or similar communications equipment by means of which all persons participating in the meeting can hear each other. Such participation in a meeting, pursuant to legislation now applicable, constitutes presence in person at the meeting.
 - 6.01.03** A majority of the council's members shall be necessary for the valid transaction of business, provided that if less than such quorum of the members are present a majority of those present may adjourn the meeting to another time and/or place.
 - 6.01.04** The Administrative Council may transact by correspondence such official business as it may deem necessary until its next meeting, at which time such business shall be given final consideration and ratification.
-
- 6.02** The Administrative Council is authorized to make bylaws, rules and regulations on all matters including but not limited to presbyterial property interests of the Churches of God, General Conference. The Council may employ personnel as needed and adopt personnel policies. No person employed by the Council, except the Executive Director, shall be a member thereof. The Executive Director's role requires membership on the Council, however, and Article 5.02.02.04 so provides.
 - 6.03** The Administrative Council shall make provision in all respects, such as duties, membership, and manner of selection for all needful committees, particularly including the Committee on Constitution, and shall require such committees to report to it.
-
- 6.04** Duties
 - 6.04.01** The Administrative Council shall formulate the programs and the goals for the ministry of the General Conference.
 - 6.04.02** This ministry shall be administered under the leadership of the Executive Director with the assistance of Directors of Ministries. Each Director of Ministries shall serve as chairperson of their assigned Commission. The Administrative Council may reassign and/or redistribute any of its work at any time.
 - 6.04.03** The Council must adopt an annual budget for the following calendar year. Should this not be possible, the budget for the current year shall continue.

- 6.04.04** All Commissions shall, with respect to their assignment, control all property and funds deemed relevant by the Administrative Council. The Council shall direct the mode by which title, if such be involved, shall be taken. Taking title through the corporation of the General Conference referred to in Article 1.04 shall be the normal corporate procedure. In the interest of corporate simplification, a Commission or related agency may be, or remain, incorporated only if, and so long as, Council permits; and it shall eliminate any separate incorporation when, and on the schedule that, Council directs.
- 6.04.05** The Administrative Council shall require each Commission, through its Director of Ministries and/or related agency to report to it regularly and each Commission and/or related agency is accountable to the Administrative Council in the performance of its duties.
- 6.05** The Administrative Council, under its rule-making authority may broaden or narrow the statutory legal list of authorized investments, particularly by making explicit the settled policy of the Churches of God denomination, that no securities of any company which operates a business engaged in the liquor traffic or anything to which the Churches of God is opposed, shall be purchased.
- 6.06** The Administrative Council shall provide for the transmittal, receipting, crediting, depositing and disbursement of monies paid to the General Conference treasury and shall require proper records of all such transactions. Acting through and on the advice of the Director of Finance, it shall from time to time adopt bylaws or regulations detailing a financial management system adequate for the current and emerging requirements of the Churches of God.
- 6.07** The Council, as the corporate body of the Churches of God, General Conference, owns all copyright privileges of their publications.
- 6.08** The Administrative Council shall have the right and power to remove from office any officer, agent, or Administrative Council member, including the Executive Director as one of such members, in the event of misdemeanor or malfeasance in office. Its power of removal in other cases shall be determined by Council in the light of experience.
- 6.09** The Administrative Council shall be vested with judicial power and its jurisdiction shall extend to all cases under the Constitution not otherwise provided for. It may act as an intermediate court of appeal in all actions or disputes of any kind affecting persons as officials of the General Conference so that appeals from its decisions may be taken to the General Conference, of which notice shall be given to the Executive Director within thirty days after the promulgation of any judgment. Its judgment shall be in force until reversed by the General Conference. But in all

actions or disputes of any kind, affecting persons not officials or agents of the General Conference, the judgment of the Council shall be final and shall be certified to the Conference of which the person is a member or to its Executive Committee, Administrative Council, or its Standing Committee or equivalent agency which shall take appropriate action.

- 6.10** The Administrative Council shall provide for approved position descriptions, applications and interview procedures, the maintenance of good intra-staff relationships, and necessary policy to effect good use and supervision of staff. By its regulations it shall provide that the Executive Director shall relate directly to the management responsibilities for all staff and as such be responsible to implement any Administrative Council authorized employment, consistent with the Director of Ministries structure. Pursuant to its regulations, the officers shall serve as an immediate advisory group for the Executive Director.
- 6.11** The Administrative Council shall provide for public relations and publicity to the Church-at-large.
- 6.12** The Administrative Council shall provide for the gathering of approved statistics via the General Conference Administrative Office; providing the necessary forms for use by the various conferences or equivalent groups or related agencies so as to illustrate adequately the ministry and growth of the Churches of God throughout the world.
- 6.13** The Council exercises the General Conference corporate authority to advance the interests of the General Conference or of any component Conference or Eldership, to enforce its judgments and the determinations thereof in court as appropriate to carry out the mandates of this Constitution and Council regulations (Article 2.03) implementing the same.
- 6.14** The Council may implement and spell out the details of denominational polity and promulgate substantive regulations.
- 6.15** Specific responsibilities of the Council may be further detailed in its bylaws.
- 6.16** The Council serves as the Board of Directors. Between triennial business sessions of assembled delegates, under Churches of God presbyterial polity and representative government, the Council makes such provisions as are necessary or proper for any and all functions of the general body.
- 6.17** The Council is accountable for the work of the Churches of God, whose mission and goals it articulates. With the Officers, Executive Director, Directors of Ministries and Commissions, as a team of servant leaders, the Council participates in any and all

appropriate ways to assure effective movement toward effectuating the mission and ministries entrusted by God to the Churches of God.

7 OFFICERS

7.01 A President, President-elect, and Secretary are elected pursuant to Article 5.02.01. Article 5.02.02.03 further provides that by virtue of their offices they shall be voting members of the Council and serve respectively as Chairman, Vice Chairman and Secretary thereof. A Director of Finance of the General Conference corporation is provided for in Article 1.06 to perform the duties prescribed by the Council, such as duties of a treasurer.

7.02 The President

7.02.01 The President shall preside at the sessions of the General Conference and at all Administrative Council meetings of the Conference during the term for which elected. The President shall conduct the business thereof according to the rules and usages of deliberative bodies as defined and stated in Robert's Rules of Order, Newly Revised.

7.02.02 The President shall serve on the Planning Committee for the Triennial Sessions as its chair.

7.03 The President-elect

7.03.01 The President-elect shall in the absence of the President assume those duties customarily those of a President.

7.03.02 The President-elect shall serve on the Planning Committee for the Triennial Sessions.

7.03.03 The President-elect shall, at the President's direction, represent the office of the President when called upon to do so.

7.03.04 The President-elect shall be installed as President near the conclusion of the following triennial sessions and assume the office immediately.

7.04 The Secretary

7.04.01 The Secretary shall assume those duties customarily those of a secretary; shall oversee the recording and maintenance of a regular journal of the proceedings of the General Conference sessions and the meetings of the Administrative Council; appropriately handle correspondence generated by

actions of the General Conference and the Administrative Council, see that the record of the proceedings of the triennial sessions is prepared for approval daily during the sessions; attest the journal record; see to the preservation and care of documents belonging to the Conference including but not limited to the financial bond document; and supply the Administrative Office with an official copy of the record of the session and copies of all such documents pertinent to their responsibilities.

- 7.04.02** Publish or cause to be published information pertinent to the convening of the triennial sessions at least three months in advance.
- 7.04.03** Hold and maintain the Corporate seal.
- 7.04.04** See that notice of and agendas for the Administrative Council meetings and for any other meetings are prepared.
- 7.04.05** The Secretary shall enter upon the exercise of the duties of this office at the close of the session at which elected. The six-year term set forth in Article 5.02.01 does not terminate immediately upon the election or ceremonial installation of a successor at the next triennial session but continues until the close of the session.
- 7.04.06** The Secretary shall be a member of the Committee on Nominations, serving as secretary, and shall submit to said Committee the certified list of delegates received, prepared and advertised by said Secretary, pursuant to Article 4.02.
- 7.04.07** The secretary shall in the absence of the President and President-elect assume those duties customarily those of a president.

8 THE EXECUTIVE DIRECTOR

8.01 The Churches of God, General Conference Executive Director is the chief executive officer of this denomination. The Executive Director's primary role is that of vision caster and overseer of the personnel and programs that serve the local church in the Conferences/Elderships of the Churches of God, General Conference. The Executive Director is employed by the Administrative Council.

8.01.01 The Executive Director is responsible to the Administrative Council of the General Conference. The Executive Director is responsible for the day to day spiritual and managerial oversight of the Directors of Ministries, staff, and programs of the Churches of God as directed by the Administrative Council. The Executive Director relates closely with the Administrative Council

Members, General Conference Staff and Directors of Ministries, Conference/Eldership Leaders, Winebrenner Theological Seminary leadership, the Board of Pensions, The University of Findlay and other denominational leaders in the larger Body of Christ.

8.01.02 The Executive Director has mutual accountability with the staff. The Executive Director is to develop a team relationship among the staff and shall have authority in personnel matters.

8.01.03 Should a vacancy occur in the office of Executive Director by death, resignation or being unable to serve, the President shall convene the Administrative Council to arrange for the appropriate care of the responsibilities of the Executive Director until a new Executive Director is employed or until the Executive Director is able to resume duties.

8.02 The Executive Director shall develop a team of Directors of Ministries and staff to minister effectively to the Churches of God in the following, but not exclusive, areas:

- 1) Communication and Publications
- 2) Leadership Development
- 3) Church Renewal
- 4) Youth and Family Life
- 5) Church Planting
- 6) Cross-Cultural Ministries
- 7) Stewardship and Capital Development
- 8) Comptroller

8.02.01 The Executive Director employs all Directors of Ministries subject to confirmation by Administrative Council. The Executive Director employs all other staff according to guidelines established by the Administrative Council. All Directors of Ministries and staff are accountable to the Executive Director.

8.02.02 The Directors of Ministries, in consultation with the Executive Director, shall make nominations of Commission members to the Administrative Council for appointment. The Directors of Ministries shall serve as chairpersons of their appointed Commission.

9 DIRECTORS OF MINISTRIES

- 9.01** Directors of Ministries are the primary agents responsible for all ministries within their areas of responsibility and serve in an advisory role to the Administrative Council. They are supported in their ministries by their Commissions.
- 9.02** The Executive Director oversees all activities of the Directors of Ministries --establishing teamwork and increasing their effectiveness.
- 9.03** The Executive Director and all the Directors of Ministries shall serve as members to the triennial sessions of the General Conference. The Directors of Ministries shall serve as advisory members of the Administrative Council.

10 COMMISSIONS AND TASK FORCES

- 10.01** Commission members shall be nominated by the Director of Ministries who relates to the respective Commission in consultation with the Executive Director with approval given by the Administrative Council.
 - 10.01.01** Commission members do not serve on the Administrative Council.
 - 10.01.02** Each person appointed to a Commission will serve no more than six consecutive years.
- 10.02** A Commission's area of responsibility shall coincide with that of the relevant Director of Ministries. Other areas of responsibility may be assigned to specific Commissions as directed by the Executive Director or the Administrative Council.
- 10.03** Each Commission shall have a minimum of at least three members. Additional members may be added as warranted upon the approval of the Executive Director and Administrative Council. Commissions may initiate task forces when warranted and approved by the Executive Director and Administrative Council.
- 10.04** Task Forces may be appointed by the Administrative Council, Commissions, or the Conference-in-Session to accomplish specific tasks.

11 DISSOLUTION; RELIGIOUS PURPOSES OF CHURCHES OF GOD

- 11.01** In the event of the dissolution of this incorporated Churches of God, General Conference any surplus property remaining after the payment of its debts may be distributed only for religious purposes which come within the scope of Section 501(c) (3) of the Internal Revenue Code of 1954 including any provisions thereof

adopted by future amendments thereto and any cognate provisions of any future Internal Revenue codes to the extent such provisions are applicable to this corporation. Nothing herein shall be construed to affect the disposition of property and assets held by this corporation upon trust or other condition, or subject to any executory or special limitation, and such property, upon dissolution of this corporation, shall be transferred in accordance with the trust, condition or limitation imposed with respect to it.

- 11.02** No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to the members, trustees, officers, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this constitution.

Influencing legislation: No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation.

Campaign intervention: The corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

The corporation does not, and shall not, carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) in the Internal Revenue code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code or the corresponding provision of any future federal tax code.

- 11.03** This Winebrennarian denomination, from its inception in 1825 at Harrisburg, Pennsylvania, has always been and is organized and operated exclusively for religious purposes. This denomination incorporated as a trustee board type of corporation, adapted to its presbyterial polity, by special act of the Pennsylvania legislature approved April 18, 1867, P.L. 1295. The corporate trustee board of directors continued to be the denomination's elected officers and board members until a restructuring from eldership to conference (see Journal of its 38th session pp. 54-55, 99-117) and still are its duly elected officers and other members of its Administrative Council as set forth in Article 1.04 hereof and in Section 6 of the Articles of Incorporation, duly restated under the Pennsylvania Non-Profit Corporation law, of this nonprofit religious corporation.

12 INSTITUTIONS, ORGANIZATIONS AND RELATED AGENCIES

- 12.01** The University of Findlay

- 12.01.01** The control and direction of The University of Findlay shall be vested in a Board of Trustees. At least nine of these trustees shall be members, in good standing of a local congregation in the Churches of God, General Conference.
- 12.01.02** The proposing of such trustees by the Churches of God, General Conference shall be accomplished by the Administrative Council of the Churches of God, General Conference. The proposed trustees shall be submitted to The University Committee on Trustees who shall review all candidates being proposed for trusteeship and make recommendations for election to the full Board of Trustees. Election to the Board of Trustees shall be by majority vote of that body.
- 12.01.03** An appropriate group designated by the Administrative Council shall make a thorough and continuing study of standards for trustees. Its selection process may be assisted by guidelines adopted, on its recommendations, or on the initiative of the Administrative Council. This group shall propose the best qualified candidates to The University of Findlay Committee on Trustees for review and/or nomination to the full Board of Trustees for election. It would behoove this group to propose more than our minimum number of qualified trustees to the Committee on Trustees. We must have at least nine but may have more than nine.
- 12.01.04** These nine or more trustees from the Churches of God on The University of Findlay Board shall, as the Administrative Council may request, report to the Administrative Council.

12.02 Winebrenner Theological Seminary

- 12.02.01** The control and direction of Winebrenner Theological Seminary shall be vested in a Board of Trustees of seventeen members. The Executive Director of the General Conference shall be a member by virtue of the office and one member at large from the Administrative Council shall be elected by the Administrative Council. The other fifteen members shall be divided into three classes of five each, and, thereby preserving continuity on the Board, the five members of each such succeeding class shall be elected each year for three-year terms by the Administrative Council. The Administrative Council shall determine matters concerning qualifications of trustees, regional representation, and nominations of trustees and shall nominate the trustees not previously designated.

- 12.02.02** At least two-thirds of said trustees shall be members of the Churches of God, General Conference. The Board of Trustees shall, as the Administrative Council may request, report to the Administrative Council.
- 12.02.03** The present charter of Winebrenner Theological Seminary, an Ohio not-for-profit Corporation, with its principal office at Findlay, Ohio, shall be amended in this and other respects as the Administrative Council may from time to time direct.
- 12.03** The administration and supervision of the General Conference Pension Plan shall be vested in a Board of Pensions of nine members, elected by the Administrative Council for six-year terms. Three members of the Board shall be elected every two years by the Administrative Council. Members of the Board of Pensions shall be members of the Churches of God, General Conference. The Pensions Administrator of the Board of Pensions may be a member of the Board by virtue of the office. The Board of Pensions shall, as the Administrative Council may request, report to the Administrative Council and shall respect the audit requirements thereof.
- 12.04** Any organizations officially recognized by the General Conference shall exist in accordance with the purposes, guidelines and policies approved by the General Conference. The Presidents of each of these organizations shall be advisory members of the General Conference Administrative Council and shall report to the Administrative Council and to the General Conference in session. Meeting expenses shall be borne by the lay organization, but where necessary, the Administrative Council may be requested to bear this expense.

13 CREDENTIALS

- 13.01** No person shall be considered an accredited minister in the Churches of God without proper credentials as defined by the General Conference or other such certification, recognized by the local Conference, that are signed by the proper officials. It is the goal of the General Conference that all local Conferences will follow the standards and certifications as set forth by the General Conference in its "Standards for Ministerial Credentials."
- 13.02** All persons favorably considered by a local Church of God or any of its organizations for two or more consecutive preaching/teaching assignments, who do not hold membership in the Churches of God, General Conference, must first have the approval of the executive committee, administrative council, standing committee or the appropriate commission, board or committee of the Conference in which the services are to be held.

13.03 Where there is no organized conference the Administrative Council may grant appropriate credentials based upon the "Standard for Ministerial Credentials". Persons receiving such credentials shall be accountable to the Executive Director for the faithful performance of their duties.

14 TRANSFER OF MINISTERS

14.01 No minister shall be transferred from one Conference to another without mutual consent.

14.01.01 No minister of one Conference shall move into the territory of another Conference or labor within its territory, without becoming a member of said Conference and coming under its jurisdiction, except as an agent or employee of the General Conference, Winebrenner Theological Seminary, The University of Findlay, or by mutual consent of the executive committees, administrative councils, or the standing committees of the respective Conferences pending the granting of a transfer.

14.01.02 Ministerial students at The University of Findlay or Winebrenner Theological Seminary may be granted annual licenses or be employed as student pastors without disturbing their affiliation with their home Conferences. A license may be granted to ministerial students, notably to ministerial students at The University of Findlay or at Winebrenner Theological Seminary, by the Conference in which such student serves a church thereof as pastor, or by the home Conference of said student but in the latter event said student will be considered a pastor of, and will be amenable and accountable to and subject to the regulations of, the Conference whose church said student is serving as a pastor.

14.02 Any minister of the Churches of God in any Conference, when employed by The University of Findlay, Winebrenner Theological Seminary, the General Conference, or other affiliated agency of the Churches of God, shall have the privilege of placing his membership with the local congregation of the Churches of God where it is most feasible for him to worship during the time of said employment, without transferring his ordination from one Conference to the other.

15 EXPELLED MINISTERS

15.01 No person expelled from any given Conference, or whose Certificate of Ordination or other ministerial credential has been recalled or annulled, shall be recognized as a minister by any of the pastors or official Commissions within the bounds of the

General Conference; and such persons shall be denied the privileges of any of its pulpits.

15.02 Reinstatement of an expelled person is the prerogative of the conference which took such action.

15.03 The local Conferences shall report such action to the Administrative Council which shall notify all pastors and workers and be authorized to carry out the provisions of this Article.

16 CHARTERING CONFERENCES

16.01 The General Conference shall have the exclusive right to establish new Conferences, consolidate Conferences, specify their titles, alter and fix the boundaries of all Conferences and declare Conferences extinct; although the Administrative Council in the interim between the meetings of the General Conference may exercise these powers upon petition of the Conferences affected.

16.02 The Administrative Council shall inform each Church of a prospective Conference regarding the polity and history of the Churches of God and the interests of the Administrative Council. The following form for the formation of new Conferences and the consolidation of Conferences shall be followed, to wit:

16.02.01 A petition setting forth reasons and advantages of the same shall be presented to the General Conference or the Administrative Council during the triennium.

16.02.02 That said petitioners shall pledge themselves to cooperate with the said General Conference in like manner as all existing Conferences that have been theretofore established by the General Conference.

16.02.03 That they carry on their operations within the bounds of the territory designated by the said General Conference in accordance with the provisions of the Constitution of the General Conference.

16.02.04 Each Conference is to have a Constitution and stated Articles of Incorporation which shall be approved by the Administrative Council before the petition shall be granted.

16.03 Each Conference thus established shall faithfully cooperate with the General Conference whose Charter and Constitution are the supreme rule of cooperation for all the Conferences, and shall give obedience and follow all plans, procedures, and government of the General Conference. Any act or article of incorporation of

any Conference contrary to the provisions of the General Conference Constitution, or to actions taken thereunder, or in pursuance thereof, is unconstitutional and null and void.

17 GUARDING AGAINST SCHISMS

17.01 The General Conference shall assiduously guard against schisms in the churches and earnestly labor and pray for the promotion of Christian union, harmony, and peace.

17.02 Upon information of irregularities in teaching, practice, or polity furnished by a Conference or its executive committee, administrative council or standing committee or in the absence of such official information, upon due information obtained otherwise, the General Conference or the Administrative Council shall express its judgment on matters thus brought before it, and require the Conference, or Conferences involved to carry said judgment into effect.

17.03 The polity of the denomination as declared in *Winebrenner v. Colder*, 43 Pa. 244 (1862), establishes that a congregation belonging to the Churches of God and subject to the constitution, faith and doctrines thereof, cannot use its property for a purpose other than a purpose sanctioned by the denomination. A particular church affiliated with the denomination, or a majority of a congregation, or all the members thereof, cannot sever its connection with the Churches of God or set itself up as an independent church, congregation or corporation without the consent of the denomination. As restated in *Yahn*, *Polity of the Churches of God in North America*, if a factional contest for the possession or control of property thereof arises in a local church, the property by law and by denominational polity is subject to the control of the true members of the congregation (and of the corporation if incorporated) consisting of those true to the doctrines and practices of the Churches of God and loyal to the denominational polity or government. And if there is none true and loyal the larger body of which the local church is a part may exercise needful control over such Bethel and such local church property. The government and polity of the Churches of God is representative and presbyterial in character and the denomination as a whole, acting through its duly constituted Conference and General Conference judicatories, exercises the ultimate rights of control. The whole presbyterial polity and system of government of the Churches of God is based upon the principle that all the members are one denomination and that the larger body of members shall finally determine or prevent all controversies of the smaller, shall have powers of visitation for whatever pertains to spiritual welfare, and shall advance the welfare of the churches and conferences through a three-tier ascending series of judicatories of local church, conference, and General Conference.

17.04 The Administrative Council, at the suggestion of responsible conference executive committees, administrative councils, standing committees, or officers or on its own initiative if need be, has authority to determine in such ways as it finds fit and effective who are the members or the true members of any local church, any conference, and any Churches of God agency, institution or interest. The Administrative Council has standing and authority through its members, or any one of them, or the corporation of this General Conference to advance the interests of the General Conference or of any conference as appropriate.

17.05 The Administrative Council shall implement and spell out the details of denominational polity; may provide for reverters as needful; shall promulgate substantive regulations and procedural rules; shall appoint three-member mediating committees and individual examiners as may be needed to deal with schisms and threatening problems that may develop into schisms; and shall take appropriate measures to develop harmony and understanding.

Local conference officials, executive committees, administrative councils, or standing committees along with loyal members of any troubled church, shall be responsible for informing the General Conference President, the Secretary or the General Conference Executive Director of any threatening problem that might develop into schism.

17.06 To promote Christian union, harmony and peace as aforesaid, this Article 17 extends to all matters of controversy or difficulty that threaten, cause, or result from impairment or severance of the living relationship or connection of a constituent congregation within the Churches of God. To that end, then, dissolution of a constituent congregation by a local conference, in addition to being an appealable order under Article 19, is subject to this Article 17.

18 OF PROPERTY

18.01 Matters pertaining to property are within the purview of this constitution and contract of association.

18.02 In the event that a Church of God becomes extinct, its property reverts to and vests in its superior Conference. Extinct is given a practical meaning that the membership (prima facie ten or less) is inadequate to function as a congregation. The superior Conference ipso facto has title to and ownership of property of a constituent congregation whose membership after schism, secession or withdrawal drops to such point of extinction.

18.03 The control and disposition of church property is subject to the applicable constitutional provisions, discipline, rules and regulation of this denomination with

its three-tier broadening judicatories of local church, of superior conference and of supreme General Conference.

- 18.04** Whenever property of, or held by, a member congregation of this Churches of God denomination ceases to be used by that church in accordance with the Churches of God, General Conference constitution such property shall be held, used, applied, transferred or sold as provided by its local or state conference or eldership as the appropriate intermediate judicatory of the denomination.
- 18.05** The presbyterial property interests of this Winebrennarian denomination precludes use of church property for a purpose other than a purpose sanctioned by the denomination. All real and personal property held by or for the benefit of any congregation is held in trust for the Churches of God, General Conference and for the intermediate judicatory or conference having jurisdiction. The existence of this trust, however, shall in no way limit the power and authority of the congregation otherwise existing over such property as long as said church remains a part of, and subject to, this denomination, its constitution, and its regulation. The several Conferences may, at their election, further confirm the Winebrennarian property principle of which the foregoing trust is declaratory by appropriate action, but no such action shall be necessary for the existence and validity of the trust.

19 CONTROVERSIES

- 19.01** In all controversies and difficulties arising between the members of any two or more Conferences, the Administrative Council shall have original jurisdiction; but either party may take an appeal from its decision to the General Conference, provided notice thereof be given to the Chairman of the Administrative Council and to the appellee, within thirty days after the rendering of such decision.
- 19.02** All matters of controversy, difficulties and wrongs which may occur in any Conference shall be investigated and settled by the proper tribunals thereof. And in all these cases the action of the Conference having jurisdiction over the same shall be final, except when an appeal is taken from its decision to the General Conference Administrative Council. In that case notice thereof must be given to the President of the Conference and to the appellee within thirty days after the trial of the case.
- 19.03** In no case shall it be deemed expedient or lawful for the members or tribunals of any other annual Conference to interfere with such matters. In case of such interference it shall be the duty of the General Conference, or the Administrative Council, to hear all complaints or charges that may be made. If the same shall be sustained, said judgment shall be certified to the annual Conference of which the accused is a member, or to its Executive Committee, Administrative Council,

Standing Committee or equivalent agency, which shall take suitable action in accordance therewith.

20 AMENDMENTS

20.01 Two-thirds of the members in attendance at any stated or regular meeting of the General Conference shall have power and authority to annul, add to or amend any article or articles of this Constitution. No amendment to the Constitution is to be acted upon until reviewed by the Committee on Constitution.

20.02 Amendments proposed during the triennium shall have been considered by the Committee on Constitution and where favorably acted upon shall be considered by the Administrative Council for recommendation to the General Conference.

Churches of God, General Conference

700 East Melrose Avenue

P.O. Box 926

Findlay, Ohio 45839

**CHURCHES OF GOD, GENERAL CONFERENCE
RESTATED ARTICLES**

Original adopted 1852 and as amended through September 24, 1980

RESOLVED, that the Articles of Incorporation, as amended, shall be further amended and shall be restated in their entirety as set forth in the AMENDED AND RESTATED ARTICLES OF INCORPORATION presented before this meeting; and that the appropriate officers of the corporation shall execute and file Articles of Amendment with the Department of State of Pennsylvania and take all other actions necessary or appropriate in furtherance of this resolution.

Adopted this 24th day of September, 1980.

Gordon Jenkins, President

Harry G. Cadamore, Journalizing Secretary

CHURCHES OF GOD, GENERAL CONFERENCE

AMENDED AND RESTATED

ARTICLES OF INCORPORATION

Section 1. The name of the corporation is CHURCHES OF GOD, GENERAL CONFERENCE. The corporation shall have perpetual existence, and its registered office address shall be 900 South Arlington Avenue, Harrisburg, Pennsylvania 17109. The corporation is organized on a nonstock basis and does not contemplate pecuniary gain or profit, incidental or otherwise. The purpose of the corporation shall be to further the work of the Kingdom of God in our midst, to establish churches and provide for their welfare, to operate educational institutions, and to carry on a cooperative ministry for the benefit of all church members. The corporation shall be capable, in law, to sue and be sued, plead and be impleaded, in any court, or before

any judge, or justice of the peace, in all and all manner of suits, complaints, pleas and demands of whatsoever name, or nature, and all and every other matter and thing to do, in as full and effectual a manner as any other person, or persons, body politic, or corporate, within this commonwealth may, or can do.

Section 2. No misnomer of the said corporation shall defeat, or annul, any gift, grant, devise, or bequest to, or from, the said corporation: Provided, the intent of the party, or parties, shall sufficiently appear upon the face of the gift, will, grant, or other writing, whereby any estate, or interest, was intended to pass to, or from the said corporation.

Section 3. The said corporation, and its successors, shall have full power and authority to make, have and use, one common seal, with such device and inscription thereon, as it shall think fit and proper, and the same to break, alter, or renew, at its pleasure.

Section 4. The said corporation and its successors shall be and hereby are authorized and empowered to make, ordain and establish, bylaws and ordinances, and do everything incident and needful, for the support, and one and proper government and regulation, of the said corporation, and managing the funds, revenues and business thereof: Provided, that said bylaws and ordinances be not repugnant to the constitution and laws of the United States or to the constitution and laws of this commonwealth.

Section 5. That the said corporation and its successors, may take, receive, purchase, possess and enjoy messuages, houses, lands, tenements, rents, annuities and other hereditaments, real and personal estate, of any amount, and may grant, bargain, sell, or otherwise dispose of such property, for the use and benefit of the said corporation.

Section 6. The Administrative Council of the General Conference shall constitute the members and the board of directors of the corporation.

Section 7. The corporation shall keep a fair record of all of its proceedings, and a just account of all of its receipts and disbursements, in book, or books, to be provided for that purpose, and shall, at the regular, or any special, meeting of the said General Conference, exhibit, through its treasurer, an exact state of the accounts of said corporation.

Section 8. The corporation shall, through its secretary, publish the minutes of each regular meeting, and shall, through its president, report to the said General Conference at each of the regular, or any special, meetings thereof, a full and complete account of all their proceedings.