

Bylaws of the Montana Association of Christians (formerly known as the Montana Association of Churches)

Preamble (from the original bylaws of the Montana Association of Churches)

We believe in God,
three in one,
unity and Trinity;
The God of Abraham and Sarah,
Isaac and Rebecca,
Jacob and Rachel;
The God who creates all things,
the God who saves,
the God who sanctifies;
The God whom Jesus called *abba*,
the God fully expressed in Jesus,
whom God and Mary called Son;
The God called Holy Spirit,
known as *ruah* and *paraclete* of God,
who is present in the world to lead in holiness;
And who wills "that they may be one. . .
so that the world may know that you have sent me
and have loved them even as you loved me" (John 17:21-22 NRSV).

ARTICLE I – NAME

The name of this organization shall be the Montana Association of Christians, hereinafter referred to as MAC.

ARTICLE II – GUIDING VISION

1. Our Covenant: We covenant as ecclesiastical judicatories, congregations, non-profit organizations, and individuals in Montana to make visible our unity in Jesus.
2. Our mission: We are called together by God to
 - a) Pray together as one
 - b) Be present in our state's broken places
 - c) Walk in the freedom and openness of the Holy Spirit
3. Our values: faith, unity, justice, and compassion.
4. The Corporation is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of section 501 (3) (C) of the Internal Revenue Code.

ARTICLE III – MEMBERSHIP

MAC shall have four forms of membership: (1) ecclesiastical judicatory members; (2) local church congregations; (3) individuals; and (4) non-profit organizations that have been approved by the Council.

1. Judicatories
 - A) A judicatory for the purpose of these bylaws is defined as an ecclesiastical body represented by a diocese, synod, district, presbytery, conference, class, convention, region, association or other body, or authorized representatives that is active within the State of Montana.
 - B) Any judicatory within a Christian denomination, having at least one congregation within the state of Montana that supports the purpose of MAC, as set forth in Article II, is eligible to apply for membership in MAC.
 - C) Judicatories which are members of the Montana Association of Churches as of MAC's Annual Assembly in October 2014 may submit to the president a statement of charter-member status of the Montana Association of Christians.
 - D) A judicatory desiring membership in MAC shall first be an observer of MAC for one year, attending all of MAC's Council meetings and the Annual Assembly. After one year observing, the judicatory shall provide a statement that indicates agreement with the Guiding Vision of MAC (Section II), a desire to covenant with MAC by

participating appropriately in the governance and programs of MAC, and a commitment to provide a fair share of financial support for the operation of MAC. The Council of MAC shall allow membership of the judicatory by a two-thirds majority vote.

2. Congregations

- A) Any Christian congregation in the state of Montana that supports the purpose of MAC, as set forth in Article II, is eligible to apply for membership in MAC.
- B) Congregations desiring membership in MAC shall provide a statement that indicates agreement with the Guiding Vision of MAC (Section II), a desire to covenant with MAC by participating appropriately in the programs of MAC, and commitment to provide financial support to MAC. The Council of MAC shall allow membership of the congregation by a two-thirds majority vote.
- C) A congregation desiring membership in MAC need not be a member of a MAC judicatory.

3. Individuals

- A) Any individual Christian in the state of Montana who supports the purpose of MAC, as set forth in Article II, is eligible to become a member in MAC.
- B) Individual Christians desiring membership in MAC may join MAC by signing the covenant statement. Membership will be renewed annually.
- C) An individual desiring membership in MAC need not be a member of a congregation which is a member of a MAC judicatory.

4. Non-Profit Organizations

- A) Any non-profit organization in the state of Montana that supports the purpose of MAC as set forth in Article II, is eligible to apply for membership in MAC.
- B) A non-profit organization desiring membership in MAC shall first be an observer of MAC for one year, attending all of MAC's Council meetings and the Annual Assembly. After one year observing, the organization shall provide a statement that indicates agreement with the Guiding Vision of MAC (Section II), a desire to covenant with MAC by participating appropriately in the governance and programs of MAC, and a commitment to provide a fair share of financial support for the operation of MAC. The Council of MAC shall allow membership of the organization by a two-thirds majority vote.

ARTICLE IV – CESSATION OF MEMBERSHIP

A member judicatory, congregation, or organization may cease membership in MAC by voluntary withdrawal from MAC by written notice to the president or by failure to participate in MAC.

The Council may determine, by a two-thirds majority vote, to terminate the membership of a judicatory, congregation, or organization. Termination from MAC shall be based upon the fact of failure to participate in MAC by failing to participate in any aspect of MAC and/or of not contributing financially to the organization for two years.

Individual membership in MAC ceases when the individual does not renew his or her membership by signing the covenant annually.

ARTICLE V – OBSERVER STATUS

Any judicatory having congregations within the state of Montana that is interested in the purpose of MAC, but, for whatever reasons, cannot or will not join in full membership with MAC, may have Observer Status. Those judicatories with Observer status may have representation with voice but without vote at Council meetings. They will be invited to the Annual Assembly. They will be encouraged to participate in the programs and activities of MAC when it is appropriate. Observer Status will be granted by the Council by a two-thirds majority vote.

ARTIVLE VI – PARTNERSHIP

A MAC Partner has neither voice nor voting representation at MAC Council except when invited to MAC Council to present. MAC Partnership is extended to individuals, judicatories, houses of worship, and non-profit organizations in Montana who do not necessarily support the guiding vision of MAC, as set forth in Article II, but who do share specific values and positions that lead to collaboration on specific educational and advocacy goals, for a specific time frame. MAC anticipates having a mutually respectful relationship with its partners as they work collaboratively for short or extended time frames to accomplish shared, agreed upon purposes.

1. Judicatories

- A) Any judicatory, which has at least one church in Montana, is welcome to partner with MAC when their shared specific values and positions lead them to want to collaborate on specific educational and advocacy goals, for a specific time frame. MAC anticipates having a mutually respectful relationship with its judicatory partners as they work collaboratively to accomplish a shared, agreed upon purpose.

2. House of Worship

- A) Any house of worship in the state of Montana is welcome to partner with MAC when their shared specific values and positions lead them to want to collaborate on specific educational and advocacy goals, for a specific time frame. MAC anticipates having a mutually respectful relationship with its house of worship partners as they work collaboratively to accomplish a shared, agreed upon purpose.

3. Individuals

- A) Any individual in the state of Montana is welcome to partner with MAC when their shared specific values and positions lead them to want to collaborate on specific educational and advocacy goals, for a specific time frame. MAC anticipates having a mutually respectful relationship with its individual partners as they work collaboratively to accomplish a shared, agreed upon purpose.

4. Non-Profit Organizations

- A) Any non-profit organization in the state of Montana is welcome to partner with MAC when their shared specific values and positions lead them to want to collaborate on specific educational and advocacy goals, for a specific time frame. MAC anticipates having a mutually respectful relationship with its non-profit partners as they work collaboratively to accomplish a shared, agreed upon purpose.

ARTICLE VII – OFFICERS

1. The officers of MAC shall be President, Secretary, Treasurer, President-Elect, and Past-President.
2. Prior to being elected, the Officers shall be nominated by the Council's Nominating Committee. The Officers shall be elected by majority vote of the Council at the last Council meeting of the calendar year. Officers shall take office on January 1 of each year.
3. The Secretary and Treasurer shall be elected for a three-year term by the Council. The Secretary and Treasurer may be elected to serve up to two consecutive terms in those offices
4. The President is elected by the Council to a four-year term, serving one year as President-Elect, two years as President, and one year as Past President. In the case of a vacancy in the Presidency, the Past-President will complete the vacated President's term. Every effort shall be made to select the president so that diversity is respected in terms of gender, lay or clergy, geographical location, form of membership in MAC, and type of ecclesiastical judicatory or congregation the President may belong to.
5. All officers must be members of MAC either through their judicatory, congregation, or organization, or as an individual member. All officers must reside in Montana.

ARTICLE VIII – THE DECISION-MAKING PROCESS OF MAC

MAC values unity and respects all of its members. Other than decisions regarding membership in MAC, MAC shall make decisions by consensus. However, if in the course of any discussion consensus cannot be achieved, the president may determine that Robert's Rules of Order, latest edition, shall be used.

ARTICLE IX – COUNCIL

1. MAC shall be governed by a Council. The Council is the policy and decision making entity of MAC. It will focus on the discernment and fulfillment of MAC's mission. It will exercise oversight and final approval of all MAC business including nominations of Council officers, nominations of at-large Council members, budget development, MAC finances, oversight of any staff, denominational relations, visioning, and strategic planning. The Council will be responsible for monitoring the membership of MAC, allowing new members into MAC, and communicating with members whose activity with MAC has declined severely.
2. Members of the Council shall be the Officers of MAC, an appointee from each of the charter judicatories (the member judicatories as of October 2014) of MAC, an appointee from each judicatory that becomes a member of MAC after October 2014, and no less than three but no more than six at-large members.
3. Members at-large shall be elected by the consensus of the Council at the last Council meeting of the year, taking office on January 1 of the next year. They shall be elected for a term of two years. They may be elected to serve up to two consecutive terms. Members at-large must be residents of Montana and members of MAC through individual, congregational, or denominational membership.
4. The Council shall meet at least three times a year. Notice of the time, place, and date of the meetings shall be given by advanced ten days' written notice.
5. Special meetings of the Council may be called by the President, or by petition of one-third of the Council membership. Notice of the time, place, and date of special meetings shall be given by advanced ten days' written notice.

6. Members judicatories always shall be provided an opportunity to submit an alternative statement to any action taken by the Council to be included in the written record of the meeting.
7. A majority of the full membership of the Council shall constitute a quorum for any Council meeting.
8. The Council shall allow meetings to be conducted by conference call or other electronic means whereby all the members can hear each other simultaneously.

ARTICLE X – ANNUAL ASSEMBLY

MAC shall meet in assembly annually for the purpose of education, worship, service, fellowship, and generating issues for the Council's consideration. All members and the public shall be invited.

ARTICLE XI – MINISTRY TEAMS

1. Ministry Teams shall be established to do the focused work of MAC. Their work shall serve the mission of MAC. Ministry Teams will offer members of MAC the opportunity to work together on issues that effect all of Montana or portions of it.
2. Ministry Teams may be created by the Council from time to time to address and implement assigned programs and projects approved by the Council. The Council shall discontinue a program or Ministry Team when its function is no longer needed or appropriate, or when it ceases to function satisfactorily.
3. The membership of Ministry Teams shall consist of persons appointed by the Council, guided by recommendations solicited and received from the Council membership. Membership of the Ministry Teams shall include persons whose expertise shall be deemed helpful to the Ministry Teams, whether or not they are currently Council members. Decisions made by all Ministry Teams shall be reached by consensus.
4. It is understood that judicatories are free to support and participate in Ministry Team work, or to refrain from support and participation without prejudice.
5. Public statements made by Ministry Teams shall be approved by the Council.
6. Ministry Teams shall submit reports to the Council prior to each Council meeting.
7. The Council may approve funding of any or all of the Ministry Teams.

ARTICLE XII – STANDING COMMITTEES

1. An Executive Committee will be comprised of the Officers of MAC. They shall act in place of the Council between meetings of the Council, subject to later review and confirmation by the Council. The Executive Committee will be tasked with appointing all additional standing committee members and will seek to include other members of MAC on the standing committees.
2. A Legislative Committee shall organize MAC's work with the Montana Legislature.
3. A Nominating Committee shall nominate officers and at-large members to the Council.
4. An Assembly Planning Committee shall be responsible for all matters regarding the planning and organizing of the Annual Assembly.

ARTICLE XIII – STAFF

The Council may employ such staff as its program requires and its resources permit. The Council shall determine compensation, duties, and condition of work for such staff. Compensation, benefits and duties of staff members shall comply with Montana law. Staff shall not serve on the Council. During Council meetings staff may have voice without vote or participation in consensus decisions.

ARTICLE XIV – PUBLIC STATEMENTS

1. Public Statements on moral, social, and political issues may be adopted and published by MAC.
2. Public Statements may be drafted by groups such as ministry teams or committees of the Council, as well as individual members of MAC, and presented to the Council for consideration.
3. Public Statements must be submitted to the Council at least thirty days prior to its meeting during which it will make a decision to adopt or not adopt the statement.

4. The Council will approve or disapprove a Public Statement by consensus. However, if in the course of any discussion consensus cannot be achieved, the president may determine that *Robert's Rules of Order*, latest edition, shall be used.
5. Member judicatories shall always be provided an opportunity to submit an alternative statement to any action taken by the Council to be included in the written record of the meeting.
6. MAC staff, officers, Council members, and MAC members may speak publicly in the name of MAC consistent with the Public Statements, the guiding vision, and/or historic position papers
7. The Council may withdraw Public Statements using the same decision-making processes for adopting Public Statements.
8. Position Papers created by the Montana Association of Churches prior to 2014 shall serve as a basis for making Public Statements.
9. The President may speak out in emergency situations, based upon historic Position Papers and MAC's guiding vision, while being in contact with the rest of the Council.

ARTICLE XV – AMENDMENT OF THE BYLAWS

Proposed amendments shall be submitted to MAC for no later than one month prior to a meeting of the Council. Bylaws shall be amended by a two-thirds vote of the Council, present and voting.

ARTICLE XVI – DISSOLUTION

Upon the dissolution of the corporation, the Council shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (C) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Council shall determine. Any such assets not so disposed of shall be disposed of by the court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XVII – CONTRACTS, CHECKS, DEPOSITS AND FUNDS

1. The Council may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.
2. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents, of the Association, in such manner as shall from time to time be determined by resolution of the Council. In the absence of such determination by the Council, such instrument shall be signed by the President and counter-signed by the Treasurer of the Association.

ARTICLE XVIII – MEDIATION/ARBITRATION IF COUNCIL DEADLOCKED

1. If the Council is equally divided on any aspect of the management of the property, business and affairs of the Association, or Association transactions, or if the Council is equally divided on any question, dispute, or controversy, and the deadlock is preventing action or non-action by the Council, then the Council shall submit the deadlock to mediation in accordance with the following paragraphs of this Article. If the Member of the Councils are unable to resolve the deadlock through mediation, the Member of the Councils agree to submit the dispute to binding arbitration in accordance with paragraph 2(d) of this Article.
2. If the Council is unable to resolve a deadlock situation, the dispute must be settled in accordance with these provisions unless the Council agrees on a different means of resolution. If a different means of resolution is not agreed to, then the dispute will be settled by arbitration before a single arbitrator within 45 days of the date of deadlock. Before pursuing arbitration, however, the parties must attempt negotiation and mediation. In that regard, the parties have 72 hours after deadlock to reach a negotiated solution. If negotiation fails, the parties will proceed immediately to mediation which shall be done within five (5) days after deadlock before a mediator chosen by the parties. If the Council cannot agree on a mediator, then each side in the dispute shall each choose a legal representative and the two representatives shall agree on a mediator. If the parties cannot resolve their dispute by negotiation or mediation, within five (5) days after deadlock, they will proceed to arbitration. The arbitration must take place in Cascade County. The parties to the arbitration will be entitled to conduct discovery, if necessary, in accordance with the Federal Rules of Civil Procedure, subject to limitation by the arbitrator to secure just and efficient resolution of the dispute within 45 days of the date of deadlock. The arbitration shall be done before a single arbitrator chosen by the Council. If the Council cannot agree on an arbitrator, then each side of the dispute shall each choose a legal representative and the two representatives shall agree on an arbitrator. If the representatives cannot agree on an arbitrator then a judge of the Cascade County District Court shall choose an arbitrator. If the amount in controversy exceeds \$10,000, the arbitrator's decision must include a statement specifying in reasonable detail the basis for and computation of the amount of the award, if any. The Association shall bear the costs and fees of each party to the dispute as well as one-half of the cost of the mediator and/or arbitrator. Judgment upon the arbitration award may be entered in any court having jurisdiction. Nothing contained in this

section, however, will prevent a party from seeking relief in a court having jurisdiction in situations in which injunctive relief may be appropriate.

XIX – INDEMNIFICATION OF COUNCIL MEMBERS

1. An individual made a party to a proceeding because the individual is or was a member of the Council of the Association may be indemnified against liability incurred in the proceeding, but only if the indemnification is both:
 - (a) determined permissible and
 - (b) authorized, as defined in paragraph 2 of this Article. (The indemnification is further subject to the limitation specified in paragraph 4 of this Article).
1. The Association shall not indemnify a Member of the Council under this section unless:
 - (a) determination has been made in accordance with procedures set forth in the Montana Nonprofit Association Act that the Member of the Council met the standard of conduct set forth in subsection (c) below, and
 - (b) Payment has been authorized in accordance with procedures listed in the Montana Nonprofit Association Act based on a conclusion that the expenses are reasonable, the Association has the financial ability to make the payment, and the financial resources of the Association should be devoted to this use rather than some other use by the Association.
 - (c) The individual shall demonstrate that:
 - (1) the individual acted in good faith; and
 - (2) the individual reasonably believed:
 - (i) in acting in an official capacity with the Association, that the individual's conduct was in the Association's best interests;
 - (ii) in all other cases, that the individual's conduct was at least not opposed to the Association's best interests; and
 - (iii) in the case of any criminal proceeding, that the individual had no reasonable cause to believe that the conduct was unlawful.
3. A Member of the Council's conduct with respect to an employee benefit plan for a purpose the Member of the Council reasonably believed to be in the interests of the participants in or beneficiaries of the plan is conduct that satisfies the requirement of paragraph 2(c)(2)(ii) of this Article.
4. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, is not, of itself, a determination that the Member of the Council did not meet the standard of conduct described in this Article.
 - (a) The Association shall not indemnify a Member of the Council under the above provisions if:
 - (1) the Member of the Council was adjudged liable to the Association in a proceeding by or in the right of the Association; or
 - (2) the Member of the Council was adjudged liable in any other proceeding charging that the Member of the Council improperly received personal benefit, whether or not the individual acted in an official capacity.
 - (b) Indemnification permitted under this Article in connection with a proceeding by the Association or in the right of the Association is limited to the reasonable expenses incurred in connection with the proceeding.
5. The Association may pay for or reimburse, in advance of final disposition of the proceeding, the reasonable expenses incurred by a Member of the Council who is a party to a proceeding if:
 - (a) by following the procedures of the Montana Nonprofit Association Act the Council determined that the Member of the Council met requirements (c)-(e) listed below; and
 - (b) the Council authorized an advance payment to a Member of the Council; and
 - (c) the Member of the Council has furnished the Association with a written affirmation of the Member of the Council's good faith belief that the Member of the

Council has met the standard of conduct described in paragraph 2(c)(2)(ii) of this Article.

- (d) the Member of the Council has provided the Association with a written undertaking, executed personally or on the Member of the Council's behalf, to repay the advance if it is ultimately determined that the Member of the Council did not meet the standard of conduct; the Member of the Council's undertaking must be an unlimited general obligation, but need not be secured, and the Association may accept the undertaking without reference to financial ability to make repayment; and
- (e) the Council determines that the facts then known to it would not preclude indemnification under this Article XVII or the Montana Nonprofit Association Act.

ARTICLE XX – INDEMNIFICATION OF OFFICERS, EMPLOYEES, AND AGENTS

1. The Council may choose to indemnify and advance expenses to any officer, employee, or agent of the Association applying those standards described for Member of the Councils, above.
2. Notwithstanding any other provisions of these bylaws, the Association shall indemnify a Member of the Council or officer, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the Member of the Council or officer was a party because he or she is or was a Member of the Council or officer of the Association, against expenses incurred by the Member of the Council or officer in connection with the proceeding.

ARTICLE XXI – PROHIBITED TRANSACTIONS

1. (a) *Prohibition Against Sharing in Association Earnings.* No member, Member of the Council, officer, employee, committee member, or person connected with the Association shall receive at any time any of the net earnings or pecuniary profit from the operations of the Association; provided that this shall not prevent the Association's payment to any person of reasonable compensation for services rendered to or for the Association in effecting any of its purposes as determined by the Council.

(b) *Prohibition Against Issuance of Stock, Dividends, Distributions.* The Association shall not have or issue shares of stock. No dividends shall be paid. No part of the income or assets of the Association shall be distributed to any of the persons listed in paragraph 1(a) of this Article without full consideration. The Association is prohibited from lending money to guarantee the obligation of a Member of the Council or officer of the Association. No member of the Association has any vested right, interest or privilege in or to the assets, property, functions or activities of the Association. The Association may contract in due course, for reasonable consideration, with its members, trustees, officers without violating this provision.

(c) *No Personal Distributions Upon Dissolution.* None of the persons listed in paragraph 1(a) of this Article shall be entitled to share in the distribution of any of the Association's assets upon the dissolution of the Association. All members of the Association are deemed to have expressly agreed that, upon the dissolution or the winding up of the affairs of the Association, whether voluntary or involuntary, the assets of the Association, after all debts have been satisfied, then remaining in the hands of the Council, shall be distributed, transferred, conveyed, delivered, and paid over exclusively to the organization or organizations as the Council may designate.

(d) *Other Prohibitions.* Neither the Association, nor its Member of the Councils, nor its officers have any power to cause the Association to do any of the following with Related Parties:

- i. make any substantial purchase of securities or other property, for more than adequate consideration in money or money's worth;
 - ii. sell any substantial part of its securities or other property, for less than an adequate consideration in money or money's worth.
2. For the purpose of this subsection, Related Parties means any person who has made a substantial contribution to the Association, or with a brother, sister, spouse, ancestor, or lineal descendant of the person giving, or with a Association directly or indirectly controlled by the person giving.

ARTICLE XXII – PROHIBITED ACTIVITIES

1. Notwithstanding any other provisions of these bylaws, no member, Member of the Council, officer, employee or representative of this Association shall take any action or carry on any activity by or on behalf of the Association not permitted to be taken or carried on by an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or as they may later be amended, or by an organization, contributions to which are deductible under section 170(d)(2) of the Internal Revenue Code of 1986 and regulations as they now exist or as they may later be amended.
2. The Association may not purchase any of its memberships or any right arising from membership. Corporate funds may be used to benefit officers and Member of the Councils by way of indemnification, but only if such indemnification is authorized by these bylaws. Such indemnification is not a prohibited activity or transaction under these bylaws.