

PROPOSED CHANGES

in

C O D E O F

R E G U L A T I O N S
(CONSTITUTION)

and

B Y - L A W S

of

THE UNITED CHRISTIAN MISSIONARY SOCIETY

As Amended June 19, 1946

For Consideration
at
Louisville, Kentucky
October 20-22, 1960

EXHIBIT A

PROPOSED AMENDMENTS TO THE CODE OF REGULATIONS (CONSTITUTION) OF THE UNITED CHRISTIAN MISSIONARY SOCIETY

According to the Code of Regulations (Constitution) of The United Christian Missionary Society amendments may be made to the Code "at any regular meeting of the Society by a majority vote of members present and voting, providing such amendments shall first have been recommended by the Board of Managers, or shall have been presented in writing at a preceding Annual Meeting." (Regulation 12)

Certain changes are being presented in writing to this Annual Meeting of the United Society. These proposed changes have been under consideration by the administration, the board of trustees and the board of managers of the Society throughout the year 1959-60. They were considered by the board of managers at a special called meeting in June of 1960. Final approval for presentation to the members of the Society in annual session was given by the board of managers at its meeting just concluded.

The underlying reasons for the substantive changes being recommended are threefold:

First, the increasing areas of cooperation between the United Society and the various state organizations in program planning, promotion and local church services and world outreach.

Second, the need for a broader representation on the board of managers from growing areas of the nation and younger churches on mission fields related to the Society.

Third, the enlarged scope of the Society's program.

The entire text of the Code of Regulations is submitted herewith, together with the suggested changes.

The sections marked with brackets [] indicate the deletions suggested by the board of managers.

The sections underlined are the suggested amendments approved for reference to this meeting by the board of managers.

Recommended Action:

The board of managers recommends to the members of The United Christian Missionary Society assembled in Annual Meeting at Louisville, Kentucky, October 22, 1960, that the proposed amendments to the Code of Regulations (Constitution) of The United Christian Missionary Society as set forth in Exhibit A be received for study during the ensuing year to be acted upon at the next Annual Meeting of the United Society in October, 1961, at Kansas City Missouri.

1 CODE OF REGULATIONS (CONSTITUTION) AND BY-LAWS
2 of
3 THE UNITED CHRISTIAN MISSIONARY SOCIETY

4 CODE OF REGULATIONS

5 Regulation 1.

6 Purposes and Functions

7 The purposes of this Society are as stated in Article 3 of the
8 Amended Articles of Incorporation. The Society shall seek to function
9 so as to achieve said purposes.

10 That the world may the more fully come to know Christ, the Son of
11 God; that all men everywhere may increasingly appropriate for them-
12 selves His way of life; that a world of Christian brotherhood may be
13 realized, and that the unity of God's people may be achieved, this
14 Society is established.

15 To this end the Society shall aid in the preaching of the gospel
16 of Christ at home and abroad; shall create and foster a program of
17 Christian education and training to the end that men's minds may be
18 enlightened concerning the Christian way of life; shall lend encour-
19 agement and assistance to local congregations with a view of helping
20 them to become as efficient units of the Kingdom of God as possible;
21 shall interpret to the world the social implications of the teachings
22 of Jesus; shall advance the cause of Christian womanhood; shall
23 establish and maintain such institutions as schools, institutes,
24 orphanages, hospitals, and homes in the neglected areas of the world,
25 and shall engage in such other forms of Christian service as will help
26 to bring in the Kingdom of God, in which His will shall be done on
27 earth as in heaven.

28 Among the various religious, educational and charitable purposes
29 of the Society is the continuation of the work originally carried on
30 by The Foreign Christian Missionary Society, the Christian
31 Woman's Board of Missions, the American Christian Missionary
32 Society, the Board of Temperance and Social Welfare, and certain
33 portions of the work formerly carried by the Board of Education
34 of Disciples of Christ.

35 That these ends may be achieved, the Society shall employ officers,
36 missionaries, preachers, teachers, evangelists and similar agents;
37 shall disseminate missionary and educational information; shall en-
38 courage the financial and spiritual support of its work; shall solicit,
39 receive, hold in trust, or administer gifts of whatever kind and funds
40 for the support of the purposes of the Society; shall purchase, hold
41 and sell property as may be necessary or may seem necessary in the
42 achievement of the Society's objectives, and shall engage in such other
43 forms of activity and service as may be necessary for the accomplish-
44 ment of the above stated aims.

45 Regulation 2.

46 Members - Classification and Qualification

47 Classification. The members of this Corporation are hereby
48 classified and divided into two classes, to be known as Members and
49 Unregistered Members.

50 Qualification. Any person who is a member in good standing of
51 one of the congregations variously known as Churches of Christ, Chris-
52 tian Churches, or Disciples of Christ, who is committed to the pur-
53 poses of this Society and who supports its work, is qualified to be a

54 member, and has a right, upon application to the Secretary of the
55 Society, to have his or her name recorded as a member of this Society.

56 Members. The members of this Corporation consist of its incor-
57 porators, its past officers, secretaries, directors, members of the
58 executive staff, members of its Executive Committee, and members of
59 its Board of Managers, who are now living and otherwise qualified; its
60 present officers, secretaries, directors, members of the executive
61 staff, members of its Board of Trustees and members of its Board of
62 Managers; and such other persons as have had or may hereafter have
63 their names recorded in the Book of Membership as members of this
64 Society.

65 Unregistered Members. Unregistered members of this Society
66 shall consist of persons who are members in good standing of one of
67 the congregations variously known as Churches of Christ, Christian
68 Churches, or Disciples of Christ, who are committed to the purposes
69 of this Society and support its work.

70 Any unregistered member shall have a right to vote on any ques-
71 tion in any meeting or convention of members of this Society, unless
72 otherwise provided by law in the Amended Articles of Incorporation
73 or Code of Regulations, without his or her name having been previously
74 registered or recorded as a member of this Society.

75 Regulation 3.

76 Nominating Committee

77 A Nominating Committee of twenty members, one-half of whom
78 shall be men and one-half women, shall be elected annually by members
79 of the Society. No member of the Board of Managers, or of the employed

80 staff of the Society, or of the employed staff of any other national or
81 state board of the [Disciples of Christ]Christian Churches, shall be
82 eligible to serve as a member of the committee, and not more than
83 two members shall be elected from any one state, area or [province]
84 Canada. The Board of Managers shall nominate to the Society in con-
85 vention assembled, the members of the Nominating Committee to
86 serve for the ensuing year, or until the next annual meeting of the
87 members.

88 The Nominating Committee shall meet at least twice annually.
89 One meeting of the committee, those present constituting a quorum,
90 shall be held immediately following its election, at which time the
91 committee shall organize by electing a Chairman, a Vice-Chairman,
92 and a Secretary; and one meeting shall be held just prior to the annual
93 meeting of the members of the Society, at which time the committee
94 shall prepare its nominations to be submitted to the members of the
95 Society in their annual meeting or convention. The time and place for
96 the second meeting of the Nominating Committee shall be fixed by the
97 Chairman and stated in the notice to be sent to the Nominating Com-
98 mittee of such meeting.

99 The Nominating Committee shall have the power to fill vacancies
100 in its own membership.

101 The Nominating Committee shall nominate members of the Board
102 of Managers, the President and Vice-President of the Society, and
103 members of the Time and Place Committee, all of whom shall be
104 elected by the members of the Society in annual meeting or conven-
105 tion assembled.

106 By mutual agreement between The United Christian Missionary Society
107 and the respective state or area boards of Christian Churches, recom-
108 mendations of one man and one woman for membership on the board of
109 managers shall be made by each state board of Christian Churches (or
110 area board where two or more states are joined together in an operating
111 unit) and by the All-Canada Committee to the nominating committee. From
112 such recommendations and persons recommended at large without regard
113 to geographic areas, the nominating committee shall nominate a sufficient
114 number to bring the total membership of the board of managers to 132
115 persons.

116 Additional nominations to those made by the Nominating Committee
117 may be made from the floor of the meeting of members.

118 Regulation 4.

119 Board of Managers

120 There shall be elected by the members of this Society in annual
121 meeting a Board of Managers of 132 members, of which one-half shall
122 be men and one-half shall be women, each of whom shall be members
123 of this Society. Not more than ten members of said Board shall reside
124 in any one state [or province with each state (or region where more than
125 one state is joined in an operating unit), or province in which Christian
126 churches are located having at least one representative] (or region
127 where more than one state is joined in an operating unit) or Canada with
128 each state having at least two representatives. The term of service shall
129 be for three years and until successors are elected and qualified, one-
130 third of the terms expiring each year. Members shall be eligible for re-
131 election.

132 Forty members shall constitute a quorum.

133 No salaried officer of this Society, or of any National or State
134 Board or institution of the Disciples of Christ shall be eligible to serve
135 as a member of the Board of Managers.

136 The Board of Managers shall meet at the call of the Chairman im-
137 mediately after each annual meeting of members of this Society, and at
138 the place of such annual meeting, and those present shall have a right to
139 organize the Board by electing from its membership a Chairman and a
140 Vice-Chairman, who shall serve for one year and until their successors
141 are elected and qualified; and elect from its membership a Board of
142 Trustees.

143 The Secretary of the Society shall act as Secretary of the Board of
144 Managers.

145 The Board of Managers shall have power to appoint its own meetings,
146 fill vacancies in its own membership, enact its own rules of order, not
147 in conflict with the Amended Articles of Incorporation or with the Code
148 of Regulations of this Society. At the close of each year the Board of
149 Managers shall meet and review the work of the Society and its officers,
150 and present to the members of the Society in an annual meeting assembled
151 a report of the same. Reports rendered to the International Convention
152 [of the Disciples of Christ] of the Christian Churches (Disciples of Christ)
153 shall be considered to have been rendered to the members of this Society.

154 A vote may be taken by mail on any question that may arise between
155 sessions of the Board of Managers, if the Board of Trustees so directs.

156 When deemed advisable, the Board of Trustees may call special
157 meetings of the Board of Managers at such time and place as it may des-
158 ignate.

159 A member shall be considered to have qualified for membership on
160 the Board of Managers when after election he shall have given his ac-
161 ceptance of the office and pledge to fulfill the position to the best of his
162 ability, or a member shall be considered to have accepted and qualified
163 for membership on the Board of Managers unless within sixty days after
164 receiving notice of his election he shall in writing decline to serve.

165 [Removal from one state or province to another shall not disqualify
166 a member of the Board of Managers to continue as such member unless
167 the state or province from which the member moves is left without rep-
168 resentation or the state or province to which the member has moved
169 already has ten members]. Removal from one state (or region in which
170 two or more states are joined together in an operating unit) and Canada
171 shall not disqualify members-at-large of the Board of Managers unless
172 the state, or area to which the member has moved already has ten mem-
173 bers. Members of the Board of Managers elected upon recommendation
174 by states and area boards and the All-Canada Committee who move to
175 another state or area shall be qualified to serve only until the next Annual
176 Meeting of the Society.

177 Regulation 5.

178 Trustees

179 The corporate powers, property and affairs of this Corporation
180 subject to limitations contained in applicable laws or the Amended Arti-
181 cles of Incorporation, shall be exercised, conducted and controlled by a
182 Board of Trustees, which shall consist of the President and Vice-Pres-
183 ident of the Society, the Chairman of the Board of Managers, and [nine-
184 teen] twenty-one other members elected from and by the Board of Man-
185 agers, one-half of the Trustees being men and one-half women. At
186 least one member of the Board of Trustees shall be a citizen of the

187 State of Ohio. The term of office of the elected members shall be for
188 one year and until successors are elected and qualified. Any vacancy
189 in the elected members of the Board of Trustees, caused by death, res-
190 igation or otherwise, shall be filled from the Board of Managers by the
191 remaining Trustees.

192 Any vacancy in the office of President or Vice-President of the
193 Society, caused by death, resignation or otherwise, shall be filled by
194 the Board of Trustees until the next annual meeting of the Society.

195 The Trustees shall be elected by the Board of Managers from its
196 membership at the time and place of the annual meeting of the Society.

197 The Trustees of this Corporation may adopt By-Laws for their own
198 government consistent with the Amended Articles of Incorporation and
199 the laws of the State of Ohio.

200 The Trustees of this Corporation shall have a right to hold their
201 regular special meetings either within or without the State of Ohio, and
202 shall have power to determine the time and place thereof, and the notice
203 to be given in connection therewith.

204 The power and authority to sell, lease, mortgage or dispose of any
205 real estate or personal property owned by this Corporation is vested in
206 its Trustees. Any deed, lease, mortgage or other instrument relating
207 to the sale, lease, mortgage, or other disposition of real estate or per-
208 sonal property, when authorized by the Board of Trustees, shall be ex-
209 ecuted for and on behalf of this Corporation and in its name by the Pres-
210 ident or Vice-President, and attested by the Secretary of the Corporation,
211 and the corporate seal affixed when required.

212 A majority of the Trustees shall constitute a quorum.

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Regulation 6.

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Officers

215 The officers of this Society, in addition to the Board of Trustees,
216 shall be a Board of Managers of this Society as provided in Regulation
217 4, a President, a Vice-President, a Secretary, a Treasurer, and an
218 Assistant ~~[Treasurer and an Assistant Secretary,]~~ Secretary and an
219 Assistant Treasurer, and such executive chairmen, executive secre-
220 taries, national directors and other officers, committees and commis-
221 sions as the work may require.

222 All executive offices shall be open alike to men and women, except
223 that the President and Vice-President shall be of opposite sex, and it
224 shall be the purpose and duty of the Board of Trustees to keep the of-
225 fices as equally divided between men and women as practicable.

226 The term of service of the President and Vice-President shall be
227 for four years and until successors are elected and qualified. The elec-
228 tion of the President and Vice-President shall be by the members in
229 annual meeting or special meeting called for that purpose. All other
230 salaried officers shall be elected by the Board of Trustees, and the
231 term of office fixed at the time of the election. If no term is fixed, such
232 officers shall serve during the pleasure of the Board of Trustees. All
233 officers shall be eligible for re-election.

234 Any salaried officer, other than the President and Vice-President,
235 may be relieved and removed by the Board of Trustees for cause deemed
236 sufficient by the Trustees. Such action may be appealed to the Board
237 of Managers, whose action shall be final.

238 It shall be the duty of the President to perform such administrative
239 functions as usually pertain to the chief executive officer of such an

240 organization, to coordinate the various phases of the Society's work,
241 to sign all legal papers and documents requiring such signature, to
242 preside at all meetings of members of the Society, both annual and
243 special, to serve as Chairman of the Board of Trustees, and to perform
244 such other duties as may from time to time be assigned to him by the
245 Board of Trustees.

246 It shall be the duty of the Vice-President, in case of the absence or
247 disability of the President, to perform the duties of the President. The
248 Vice-President shall counsel and advise with the President on matters
249 of general administration and perform such other functions as may be
250 assigned to him in the By-Laws or by action of the Board of Trustees.

251 The Secretary of the Society shall keep accurate minutes of the
252 meetings of the Board of Managers and the meetings of the Board of
253 Trustees, and shall enter the same in books provided for that purpose;
254 shall keep the book or record of membership; shall inform the Treasurer
255 of all appropriations authorized; shall be the Keeper of the Seal of this
256 Corporation and shall attach the same, attested by his signature, to all
257 legal papers which have been signed by the President or Vice-President
258 which require the corporate seal of the Society to be attached; and shall
259 perform such other duties within the Society as the Board of Trustees
260 may direct.

261 The Assistant Secretary, in the absence or disability of the Secre-
262 tary, shall perform the duties of the Secretary.

263 The Treasurer shall receive and disburse the funds of the Society
264 and have custody of all securities and property belonging to the Society;
265 holding same under such regulations and restrictions as the By-Laws and
266 the Board of Trustees may impose.

267 The Assistant Treasurer, in the absence or disability of the
268 Treasurer, shall perform the duties of the Treasurer.

269 [Each department within the Society shall have at its head an Exec-
270 utive Secretary. Such Executive Secretary, with the help of National
271 Directors assigned to specific phases of the work, shall act under the
272 direction of the Board of Trustees in carrying out the work of the So-
273 ciety not otherwise provided for in this Code of Regulations. Executive
274 Secretaries and National Directors shall satisfy such conditions of serv-
275 ice as the Board of Trustees may impose.] Each Administrative Divi-
276 sion within the Society shall have at its head an Executive Chairman.
277 Each department within the Society shall have at its head an Executive
278 Secretary. The Executive Chairmen and Executive Secretaries with
279 the help of National Directors and other officers assigned to the specific
280 phases of the work, shall act under the direction of the Board of Trustees
281 in carrying out the work of the Society not otherwise provided for in this
282 Code of Regulations. Executive Chairmen, Executive Secretaries, Na-
283 tional Directors and other officers shall satisfy such conditions of serv-
284 ice as the Board of Trustees may impose.

285 Regulation 7.

286 Annual and Special Meetings of Members

287 The annual meeting of this Society for the election of members of
288 the Board of Managers, and such other elections as are herein provided,
289 and for the transaction of any and all business of the Society that may
290 properly come before the members of said Society, shall be held at such
291 time and place, either within or without the State of Ohio, as may be fixed
292 each year by the Society in convention assembled, or by its Board of
293 Trustees. Failure to hold such annual meeting at the designated time

294 shall not work any forfeiture or dissolution of the Corporation, and
295 the then officers, Trustees and members of the Board of Managers
296 shall serve until the next meeting or until the next special meeting of
297 members, if any, that may be called as a deferred annual meeting.

298 Special meetings of the members may be called on same notice as
299 herein required for annual meeting when ordered by a resolution adop-
300 ted by the Board of Trustees, at such time and place as may be specified
301 in such resolution.

302 [Fifty] One hundred members shall constitute a quorum at either an
303 annual or special meeting of the members.

304 Regulation 8.

305 Notice of Meeting of Members

306 Notice of the annual or special meeting of the members of this Soci-
307 ety shall be given either by depositing in the United States mail, at
308 least ten days prior to the date of such meeting, a written or printed
309 notice, with legal postage affixed, to each member of the Society whose
310 name is of record in the membership records of the Society, giving the
311 time and place thereof, or by two publications of said notice in some
312 newspaper of general circulation, published in the City of Cincinnati,
313 Ohio, and in the City of Indianapolis, Indiana, the first of each publi-
314 cation to be at least twenty days prior to the date of said meeting, which
315 notice shall be given by the Secretary in the name of the Society at the
316 direction of the President. The Trustees and officers may give such
317 further notice or information concerning such meeting in any or all of
318 the weekly or monthly publications published by any organization or
319 corporation in support of the work of the Disciples of Christ.

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Regulation 9.

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Notice of Meetings - Board of Managers

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Regulation 10.

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Administrative Organizations

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Regulation 11.

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By-Laws

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There shall be a meeting of the members of the Board of Managers at the time and place and immediately after each annual meeting, which meeting shall be held upon public call by the Chairman in the Convention. Other meetings of the Board of Managers may be called by the Chairman of the Board on ten days' written notice, stating the time, place and general purpose of such meeting, or such meeting may be called on like notice by authority of the Board of Trustees. Notice of such meetings, other than the meeting following the annual meeting, shall be given to each member of the Board of Managers by the Secretary of the Society.

The Board of Trustees shall have power through the enactment of By-Laws or otherwise to establish such administrative divisions, departments, committees and advisory commissions as in its judgment the work requires.

The Board of Managers shall have power by resolution or rules to establish the Administrative Headquarters of this Society at a place other than the principal office of the Society named in the Amended Articles of Incorporation.

The Board of Trustees shall adopt By-Laws for its own government, consistent with the Amended Articles of Incorporation, this Code of Regulations and the applicable laws of the State of Ohio.

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Regulation 12.

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Amendments

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This Code of Regulations may be amended at any regular meeting

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of the Society by a majority vote of the members present and voting,

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provided such amendment shall first have been recommended by the

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Board of Managers, or shall have been presented in writing at a pre-

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ceding annual meeting.

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Regulation 13.

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The provisions of this Code of Regulations shall not affect the

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tenure of the present officers who were elected by the Society.