

# **CODE OF REGULATIONS**

**of the**

**GREAT LAKES CONFERENCE**

**of the**

**BRETHREN IN CHRIST CHURCH**

**March 2016 Revision**

## **PART I**

### **PURPOSES**

The purpose for which this Corporation is formed and its powers are set forth in the Articles of Incorporation. The Great Lakes Conference of the Brethren in Christ Church (hereafter referred to as The Conference) shall operate within the framework and policy of the General Conference of the Brethren in Christ Church and its stated purpose which is "every person reaching people for Jesus Christ by developing a framework of community that encourages growing, discipling and sending congregations." The Conference shall facilitate congregations in seeking to discover God's will for them and developing a plan to fulfill it.

The Corporation shall endeavor to act in harmony with the "Manual of Doctrine and Government" of the Brethren in Christ Church. All references to this Manual in this Code of Regulations shall mean said Manual as adopted, and from time to time amended, by the General Conference of the Brethren in Christ Church.

## **PART II**

### **ANNUAL MEETING OF THE REGIONAL CONFERENCE**

#### **SECTION 1. TIME AND PLACE**

The meeting of members of The Corporation, known as the Annual Meeting of the Regional Conference, shall be held at a time and place designated by the preceding Annual Meeting of The Conference. No other notice to the members shall be required.

#### **SECTION 2. DELEGATE REPRESENTATION**

Each congregation of The Conference shall be represented at the Annual Meeting of the Regional Conference by a delegate or delegates elected by the congregational council on the basis of one delegate for each twenty-five members or fraction thereof. These persons are members of the Annual Meeting of the Great Lakes Conference.

#### **SECTION 3. VOTING MEMBERSHIP AND REGISTRATION**

(a) The voting membership of The Conference shall consist of the bishop, pastors, ordained and licensed ministers, assigned deacons, duly elected delegates, members of boards, committees and teams of The Conference, the clerical staff and persons from the Conference serving on General Conference boards.

(b) A registration book shall be provided by the secretary in which all voting members of The Conference shall register. This registration shall constitute the voting membership of the Annual Meeting of the Regional Conference. All votes shall be cast in person.

#### SECTION 4. QUORUM

(a) The voting members present shall constitute a quorum and, except as otherwise herein provided, a majority of the voting members present at any meeting at which a quorum is present may take any action permitted by law and by the Articles of Incorporation and the Code of Regulations of this Corporation.

(b) No member of The Conference may be excused prior to the conclusion of the Annual Meeting of the Regional Conference without permission from the Moderator.

#### SECTION 5. ORGANIZATION

(a) The officers of the Annual Meeting of the Regional Conference shall consist of the President who shall serve as Moderator, the Vice-President who shall serve as Assistant Moderator, the Secretary, and the Treasurer.

(b) The Moderator and Secretary shall appoint necessary clerical personnel to expedite the work of and properly record the reports and actions of the Annual Meeting of the Regional Conference.

#### SECTION 6. NOMINATING COMMITTEE

(a) There shall be a Nominating Committee composed of the Bishop, the Assistant Moderator, The Conference Secretary, the Personnel Secretary, and at least five others to be chosen by the moderators for subsequent approval by the Board of Directors. When choosing the five others, effort shall be made to have geographical representation within the conference. The five chosen by the Moderators shall serve on an annual basis. The Personnel Secretary shall serve as the secretary to the Nominating Committee.

(b) It shall be the duty of the Nominating Committee to present nominations for filling vacancies on regional conference boards and teams for all offices, except the Assistant Moderator, the regional conference Secretary and Treasurer, to be filled at the Annual Meeting of the Regional Conference, and for special committees and other appointments as directed by the Annual Meeting of the Regional Conference.

(c) Persons serving by an Annual Meeting of the Regional Conference appointment should not be asked to serve on more than one board or commission at a time except as required by the provisions of this Code of Regulations. It shall be understood that the person selected to serve as Assistant Moderator of the Great Lakes Conference may serve on two boards simultaneously.

#### SECTION 7. PERSONNEL SECRETARY

(a) The Personnel Secretary shall be nominated by the Board of Directors and confirmed by The Conference to serve for three years. The maximum duration of consecutive service shall be nine years. The Personnel Secretary shall be responsible to The Conference through the Board of Directors and is a member of the annual meeting.

(b) The Personnel Secretary shall serve as secretary to the Nominating Committee.

(c) The Personnel Secretary shall make contact with pastors and church leaders to discover personnel resources; with board and team members to assess retrospectively the incumbent's own attitude toward his or her present assignment and determine availability for re-nomination; and with boards and committees to evaluate the service of members as well as to obtain suggestions for nominees desired for their respective boards.

(d) The Personnel Secretary shall contact nominees to determine acceptance of nomination.

(e) The Personnel Secretary shall maintain a file regarding personnel resources within The Conference.

#### SECTION 8. PROGRAM COMMITTEE

The Board of Directors shall serve as the Program Committee of the Annual Meeting of the Regional Conference with the help of other conference agencies as assigned. This committee shall be responsible to plan for The Conference sermon and for inspirational and promotional programs in connection with the Annual Meeting of the Regional Conference.

## SECTION 9. CONFERENCE EXPENSE

The operating and entertainment costs of the Annual Meeting of the Regional Conference shall be the responsibility of The Conference treasury.

## PART III

### CONFERENCE OFFICERS

#### SECTION 1. OFFICERS OF THE CORPORATION

- (a) The officers of this corporation shall be: President, Vice President, Secretary, and Treasurer.
- (b) The Bishop of The Conference of the Brethren in Christ Church shall serve as President. He shall also serve as Moderator of the Annual Meeting of the Regional Conference.
- (c) The Vice-President, who shall serve as Assistant Moderator, shall be elected from among the active and assigned ministers for a term of two years. The election shall take place one year in advance of the first Annual Meeting in which the Assistant Moderator serves. The Assistant Moderator shall not hold that office for four years after the expiration of the term
- (d) The Secretary shall be nominated by the Great Lakes Board of Directors for a term of five years and must be confirmed at the Annual Meeting of the Regional Conference.
- (e) The Treasurer shall be nominated by the Great Lakes Board of Directors for a term of five years and must be confirmed at the Annual Meeting of the Regional Conference.
- (f) No officer of The Corporation shall serve in the same office for more than two full consecutive terms except the President.
- (g) No two offices shall be held by the same person at the same time.

#### SECTION 2. DUTIES OF THE OFFICERS

##### (a) THE PRESIDENT:

- (1) Shall serve as Moderator of each Annual Meeting of the Regional Conference, and shall preside over all meetings of The Conference Board of Directors.
- (2) Shall give a report to each Annual Meeting of The Conference.
- (3) Shall be considered an ex officio member of all regional conference boards and teams. With the exception of The Conference Board of Directors and the Nominating Committee, the president shall not be eligible for executive office on regional conference boards and standing committees.
- (4) Shall consult with The Conference Board of Directors and shall perform such other duties as may arise from such consultation.
- (5) Shall be amenable to the General Conference Board of the General Conference of the Brethren in Christ Church by way of the National Director BIC Church U.S.
- (6) If the President is unable to serve due to disability, the General Conference Board shall be responsible for assigning the care of the President's duties.

##### (b) THE VICE-PRESIDENT:

- (1) Shall assist the Moderator in presiding at the Annual Meeting of the Regional Conference, and shall perform such duties in the conduct of The Conference as the Moderator may designate.
- (2) In the event of absence or disability of the Moderator, shall preside at the Annual Meeting of the Regional Conference, and another Assistant Moderator shall be elected for The Conference.
- (3) Shall perform other duties and assignments as directed by The Conference and The Conference Board of Directors.

##### (c) THE SECRETARY:

- (1) Shall prepare an agenda for the Annual Meeting of the Regional Conference which shall be distributed to the congregations of The Conference at least one week prior to the convening of the annual meeting.

(2) Shall keep minutes of all the proceedings of the Annual Meeting of the Regional Conference and of the meetings of The Conference Board of Directors, and shall maintain a record of the same.

(3) Shall maintain a file of copies of property titles and deeds of local church and other property of The Conference.

(4) Shall serve as a member of The Conference Nominating Committee.

(5) Shall perform other duties and assignments as directed by the Annual Meeting of the Regional Conference and The Conference Board of Directors.

(d) **THE TREASURER:**

(1) Shall be qualified by training and/or experience to serve in this office.

(2) Shall be responsible for full and accurate accounting of all monies belonging to the Corporation, and shall deposit with such bank or banks as may be selected by the Board of Directors to the credit of The Corporation.

(3) Shall receive and disburse funds to The Conference agencies and to the General Conference treasury, according to the prescribed budget as approved by The Conference.

(4) Shall disburse funds to pay any expenses incurred which are incidental to the administrative operation of The Conference.

(5) Shall provide a complete and detailed financial report to the Annual Meeting of the Regional Conference and regularly to all Conference agencies.

(6) Shall perform other duties and assignments as directed by the Annual Meeting of the Regional Conference and the Conference Board of Directors.

## **PART IV**

### **BOARDS AND TEAMS GENERALLY**

#### **SECTION 1. Qualifications**

A person serving on boards and teams shall be:

(a) One whose life gives evidence of Spirit-directed growth and maturity.

(b) One who has demonstrated a commitment to the Brethren in Christ Church, its doctrine, its mission, and its program.

(c) One who is a faithful member of a Brethren in Christ congregation and knowledgeable about regional conference life.

#### **SECTION 2. FUNCTIONS AND REPRESENTATION**

(a) The important phases of the work of The Conference shall be carried on under the direction of boards and teams chosen by The Conference.

(b) Each such board and team member shall be selected with a view to proper geographical representation, and to the choosing of individuals who are qualified for service in the area to which they are appointed.

(c) Where applicable, the administrative staff of the General Church boards and commissions shall maintain an ex officio relationship with the respective Regional Conference board and/or team.

(d) The Bishop shall serve as an ex officio member of each of The Conference boards and teams and shall be considered an additional member to the specified total membership of the respective agencies.

(e) Ex officio members of all boards and commissions have full voting privileges.

#### **SECTION 3. NUMBER, SIZE, AND TERM OF OFFICE**

The number and size of said boards and teams shall be determined by the Annual Meeting of the Conference. The term of office shall be three years unless otherwise provided by the Annual Meeting of the Regional Conference.

#### SECTION 4. ORGANIZATION

Each board shall effect an organization adequate for the efficient carrying on of its work electing at least a chairperson, assistant chairperson and secretary and shall organize annually.

#### SECTION 5. LIMITATION OF SERVICE

No person may serve on more than one Regional Conference board or team at the same time, except as required by the provision of this Code of Regulations or as may be approved by The Conference. No person shall serve in the same capacity on the same board or commission or as a liaison to an inter-denominational agency for more than three terms consecutively. If the first term is less than two full years, that term shall not become part of the term limitation.

#### SECTION 6. REIMBURSEMENT FOR EXPENSE

(a) Board and team members shall be entitled to reimbursement for expenses incurred in the discharge of their official duties as decided upon by the board or authorized by The Conference.

(b) A board member who represents more than one agency or institution or is a pastor at the Annual Meeting of the Regional Conference shall have payment of expenses in attending the annual meeting divided equally between the groups represented.

#### SECTION 7. ANNUAL REPORTS

Each board and each team, not board related, shall present a general report and a financial report, if that report is not produced by The Conference Treasurer, to the Annual Meeting of the Regional Conference. The financial reports shall bear the approval certification of a qualified financial person.

#### SECTION 8. VACANCIES

In case of board vacancy for any cause, an interim appointment to fill the unexpired term shall be made by The Conference Board of Directors until a name can be presented to the subsequent Annual Meeting of the Regional Conference for confirmation.

### **PART V**

### **BOARDS AND TEAMS**

#### **ARTICLE I**

#### **Board of Directors**

##### SECTION 1. TRUSTEES OF THE CONFERENCE CORPORATION

In compliance with the "Manual of Doctrine and Government," the Trustees of The Conference Corporation shall be known as the Board of Directors, and it shall be understood that this term, when used, is synonymous with the Trustees. When required in legal transactions and papers, the term Trustees may be used.

##### SECTION 2. PERSONNEL

The Conference Board of Directors shall be composed of the Bishop, the Assistant Moderator, the Secretary, the Treasurer, the Regional Conference Member to the General Conference Board, and three additional members selected by the Nominating Committee and confirmed at the Annual Meeting of the Regional Conference.

##### SECTION 3. DUTIES OF THE BOARD OF DIRECTORS

- (a) To function in legal matters on behalf of the Great Lakes Conference of the Brethren in Christ Church, Inc.
- (b) To hold in trust, or by its order, the proceeds from the sale of local church property and of regional church property. The proceeds from the sale of regional church property shall be managed by The Conference Board of Directors.
- (c) To hold in trust gifts or bequests of real estate and personal property, as given to the Great Lakes Conference of the Brethren in Christ Church, Inc., which are not designated for any particular project or given to any stated board.
- (d) To be responsible to assist The Conference with financing and loan requests to the Brethren in Christ Foundation.
- (e) To have general direction of the Annual Meeting of the Regional Conference, its entertainment and program.
- (f) To keep under review the overall functioning of the church program and to bring such recommendations to the Annual Meeting of the Regional Conference from time to time as will provide for the increased effectiveness of the program.
- (g) In the event of a situation arising which demands action during the conference year, such consideration shall be given and such action taken as may be deemed necessary by The Conference Board of Directors. Such an emergency action shall be reported to the next Annual Meeting of the Regional Conference.
- (h) To receive budget requests from Great Lakes Conference agencies and the General Conference Board.
- (i) To submit The Conference budget to the Annual Meeting of the Great Lakes Conference for approval.
- (j) To receive from each congregation an annual report of the activities of the church, including statistical information, and to make proper release of that information.
- (k) To appoint trustees when congregations have been disbanded or the church property is no longer in use. The Conference Board of Directors is authorized to appoint trustees for the care of, or for the conveyance of, title of such property. These trustees are to be confirmed by the Annual Meeting of the Regional Conference.
- (l) To approve the Nominating Committee for the Annual Meeting of the Regional Conference.
- (m) To serve in an advisory capacity to the bishop.
- (n) To review the Great Lakes Conference Code of Regulations biennially.
- (o) To prepare the slate of nominees for Assistant Moderator for presentation to the Annual Meeting of the Regional Conference.
- (p) To fill vacated positions of conference personnel occurring during the conference year with appointments to be confirmed at the next Annual Meeting of the Regional Conference.
- (q) To submit to the Annual Meeting, for confirmation, a nominee for Personnel Secretary at the end of each term of said office.

#### **SECTION 4. INSTRUMENTS OF INDEBTEDNESS**

The Conference Board of Directors shall have authority to authorize borrowing of money and issuance of notes, bonds, and other evidences of indebtedness of the Corporation consistent with limitations prescribed by law or action of this Corporation pursuant to its Articles or Code of Regulations.

#### **SECTION 5. CONTROL OF REAL PROPERTY**

The Conference Board of Directors may buy, sell, mortgage, lease, and convey real estate and personal property on behalf of the Corporation as its purposes may require, as authorized by the Annual Meeting of the Regional Conference.

## **ARTICLE II**

## **Relationship Development Team**

### **SECTION 1: PERSONNEL**

The Relationship Development Team shall be subject to the Provisions of Part IV of the Great Lakes Conference Code of Regulations, "Boards and Teams Generally" and shall be composed of at least seven members. Members shall be selected by the Nominating Committee and confirmed by the Annual Meeting of the Great Lakes Conference. The Director of Quizzing is an ex officio member of the team.

### **SECTION 2: ORGANIZATION**

The team shall organize according to the directive of Part IV, Boards and Teams Generally, Section 4. Point persons of specialty subgroups shall be appointed within the Relationship Development Team.

### **SECTION 3: PURPOSE**

Embracing Jesus' prayer as recorded in John 17:20-23, the Relationship Development Team desires to promote the Spirit of love throughout the community of Christ. Therefore, the Relationship Development Team will provide opportunities for the Church to develop unity and community across the conference by resourcing churches, special interest groups and cluster groups.

### **SECTION 4: DUTIES**

1. To provide resources:
  - (a) For discipleship and development of relationships.
  - (b) That support youth development such as but not limited to quizzing.
  - (c) That enhance relationships across the conference (celebrate, support, pray for, physical support when needed)
2. To provide unique ministry to special interest groups (seniors, parents, singles) in cluster or regional areas.
3. To assist congregations of all sizes to enhance their ability to function well as the body of Christ (marriage retreats, workshops, ministering to aging, ministry to needy.)
4. Point persons shall coordinate and lead sub groups and report to the Relationship Development Team for affirmation and action.
5. To submit a report to the Great Lakes Conference Annual Meeting.
6. To submit, each November, an annual budget request to the Conference Board of Directors.

## **ARTICLE III**

### **Congregational Growth Team**

#### **SECTION 1. PERSONNEL**

The Congregational Growth Team shall be subject to the Provisions of Part IV of the Great Lakes Conference Code of Regulations, "Boards and Teams Generally", and shall be composed of at least seven members. Members shall be selected by the Nominating Committee and confirmed by the Annual Meeting of the Great Lakes Conference.

#### **SECTION 2. ORGANIZATION**

The team shall organize according to the directive of Part IV, "Boards and Teams Generally", Section 4, Organization.

#### **SECTION 3. PURPOSE**

To encourage the multiplication of growing, discipling congregations through evangelistic outreach, adding new sites and in planting new churches.

#### SECTION 4. DUTIES

- (a) To cultivate evangelistic outreach and multiplication mindset in every congregation.
- (b) To equip believers to share their story, develop relationships with unbelievers, share in discipleship and sending ministry.
- (c) To work with congregations in developing strategy for life transformation and multiplication of sites including planting new churches.
- (d) To facilitate the turn- around of declining congregations.
- (e) To train individuals to serve as mentors and coaches to support congregational growth.
- (f) To communicate what God is doing across The Great Lakes Conference.
- (g) To prepare budget projections and submit them to the Board of Directors for approval annually.
- (h) To submit a report to the Great Lakes Conference Annual Meeting.

#### SECTION 5. ADMINISTRATIVE PROCESS FOR CHURCH PLANTING & MULTIPLICATION

- (a) The Congregational Growth Team shall work in partnership, led by the Bishop, in fulfilling the above duties.
- (b) The financial needs beyond approved budget shall be approved by the Conference Board of Directors before being finalized.

### **ARTICLE IV**

#### **Memorial Holiness Camp Management Team**

##### SECTION 1. PERSONNEL

The Camp Director shall be appointed by Great Lakes Conference Board of Directors and is amenable to them. The Associate Director, Treasurer, and up to four other team members are recruited and assigned by the Camp Director for three year terms in consultation with the Camp Management Team and with the approval of Great Lakes Conference Board of Directors.

##### SECTION 2. ORGANIZATION

- (a) Director, Associate Director
- (b) Secretary, Treasurer
- (c) Team Member

##### SECTION 3. DUTIES

- (a) To plan and oversee all details for the Annual Memorial Holiness Camp Meeting.
- (b) Recruit and/or appoint all necessary personnel for Memorial Holiness Camp.
- (c) Provide both ministry and financial reports to the Annual Meeting of the Great Lakes Conference.

### **PART VI**

#### **AMENDMENT**

These Bylaws may be amended, supplemented, or repealed, subject to the provisions of law, the "Manual of Doctrine and Government" of the Brethren in Christ Church, and the Articles of Incorporation by a two-thirds vote of any Annual Meeting of the Regional Conference.



## **SUPPLEMENTARY MATERIAL**

### **ARTICLE I**

#### **Conference Rulings Affecting Boards and Congregations**

##### **A. Use of Capital Funds and Interest Earned by Capital Funds:**

Capital funds are monies received as contributions for capital projects or from sale of real property or major equipment. The following principles shall guide the use of such funds:

1. Capital funds are to be used only for capital projects.
2. Interest earned from capital funds should generally be reserved for capital use, but may be put to other use when deemed appropriate by those responsible for the funds.
3. Principles 1 and 2 above apply to both congregational and The Conference monies.

##### **B. Financial Record Keeping:**

1. The congregation or agency will select a qualified person available to be the treasurer to handle their funds and financial records.

2. All financial records will include, as a minimum, a checkbook and a Receipts and Disbursements Journal. Some congregations or agencies may require additional records according to the extent of their operation. At the end of each banking period when a bank statement is received, the checkbook is to be promptly reconciled with the bank statement, as well as cash balance confirmed with the Cash Receipts and Disbursements Journal.

3. All financial records of congregations and conference agencies will have an audit review annually. To prevent auditing costs on a congregational level, an internal audit committee may be selected from the congregation. The audit leader should be familiar with accounting procedures. To prevent auditing costs for agencies, agencies may use the services of qualified persons within The Conference.

4. The treasurer should never give cash for a check written payable to the church or agency. (This can result in illegal contribution deductions.)

5. The congregation or agency is to send a copy of its budget and year- end financial statement to the bishop.

### **ARTICLE II**

#### **Indemnification Statement**

##### **A. Indemnification of Directors and Officers:**

1. The Great Lakes Conference shall indemnify to the full extent required by law and may indemnify or agree to indemnify to the full extent permitted by law, any person who was or is a party or is threatened to be made a party, to any threatened, pending, or contemplated action, suit or proceeding whether civil, criminal, administrative or investigative (including, but not limited to, court costs, attorney's fees and any amount paid in any settlement), by reason of that person's being or having been a director, officer, employee, volunteer or agent of the Great Lakes Conference or any other enterprise at the request of the Great Lakes Conference.

Notwithstanding the foregoing, the Great Lakes Conference has no obligation to purchase insurance on behalf of any person who is or was a director, officer, employee, volunteer or agent of the Great Lakes Conference against any liability asserted against or incurred by him in any such capacity or arising out of his status as such. Such insurance may be provided by the Great Lakes Conference at the sole discretion of the Board of Directors. Such indemnification as set forth in this paragraph shall not impair any other right any such person may have.

2. Unless otherwise ordered by a Court of competent and proper jurisdiction, any indemnification under the provisions set forth above shall be made by the Great Lakes Conference only as authorized in any specific case upon a determination that indemnification of the director, trustee, employee, volunteer or agent is proper because he has met the standard of conduct set forth herein. Such determination shall be made by:

- a) a majority vote of a quorum consisting of the Board of Directors of the Great Lakes Conference who were not and are not parties to or threatened with any such action or proceeding as derived herein or;
- b) if such a quorum is not obtainable, or if a majority of a quorum of disinterested Board members so directs, in a written opinion by independent legal counsel other than an attorney, or a firm having associated with it an attorney who has been retained by or has performed services for the Great Lakes Conference or any person to be indemnified within the previous five (5) years;
- c) by the members of the Great Lakes Conference; or
- d) by the Court of Common Pleas or the Court in which such action, suit or proceeding was brought.

Any determination made by the disinterested Board members or by independent legal counsel as outlined above shall be promptly communicated to the person who threatened or brought the action or suit by or in the right of the Great Lakes Conference.

#### B. Limitation of Directors' Personal Liability:

No Director shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

1. The director has breached or failed to perform the duties of his office relating to the standard of care and justifiable reliance as set forth in Section C of this Article; and

2. The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness, PROVIDED, HOWEVER, that the provisions of this section shall not apply to:

(1) the responsibility or liability of a director pursuant to any criminal statutes; or (2) the liability of a director for the payment of taxes pursuant to local, state, or federal law.

#### C. Standard of Care of Directors and Justifiable Reliance by Directors:

A director shall stand in a fiduciary relation to the Great Lakes Conference and shall perform his duties as a director, including his duties as a member of any committee of the board upon which he may serve, in good faith, in a manner he reasonably believes to be in the best interests of the Great Lakes Conference, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his duties, a Director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following: (1) one or more officers or employees of the Great Lakes Conference whom the director reasonably believes to be reliable and competent in the matters presented; (2) counsel, public accountants or other persons as to matters to which the director reasonably believes to be within the professional or expert competence of such person; (3) a committee of the board upon which he does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the director reasonably believes to merit confidence. A director shall not be considered to be acting in good faith if he has knowledge concerning the matter in question that would cause his reliance to be unwarranted. In discharging the duties of their respective positions, the Board of Directors, committees of the board, and individual directors may, in considering the best interests of the Great Lakes Conference, consider the effects of any action upon employees, upon suppliers and customers of the Great Lakes Conference and upon communities in which offices or other establishments of the Great Lakes Conference are located, and other pertinent factors. The consideration of those factors shall not constitute a violation of the foregoing duties of the directors as set forth herein. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a director or any failure to take any action shall be presumed to be in the best interests of the Great Lakes Conference.

D. Advance Payment of Expenses:

Expenses incurred by an officer, director, employee, volunteer or agent in defending a civil or criminal action, suit or proceeding may be paid by the Great Lakes Conference in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that the person is not entitled to be indemnified by the Great Lakes Conference.

E. Insurance or Indemnification:

The Great Lakes Conference shall have the power to buy and maintain insurance and to establish and fund a self-insurance indemnification reserve fund on behalf of the directors, officers, employees, volunteers and agents of the Great Lakes Conference and a person serving at the request of the Great Lakes Conference as a director, officer, employee, volunteer or agent of another organization, against liability incurred in any such capacity, or arising out of his status as such.

F. Validity:

The invalidity of any portion of this Section II shall not affect the validity of the remainder thereof.

G. Contract Rights:

Amendment or Repeal. All rights to indemnification under this section II shall be deemed a contract between the Great Lakes Conference and the persons to be indemnified under this Section II pursuant to which the Great Lakes Conference and each such person intend to be legally bound. Any repeal, amendment or modification of this Article shall be prospective only and shall not affect any rights or obligations then existing.

ACTION: ADOPTED

March, 2016