

1 **TO AMEND THE BYLAWS OF THE CID CHURCH EXTENSION FUND**

2
3 R-09-08-01

4 Submitted by: Church Extension Fund, Inc. Board of Trustees

5
6 WHEREAS, The Central Illinois District Church Extension Fund was incorporated as a
7 separate corporation from the Central Illinois District at the 1994 Convention of the Central
8 Illinois District; and

9
10 WHEREAS, The attorney for the Church Extension Fund has advised the Board of
11 Trustees to separate the CEF from the CID within the documentation of the two organizations;
12 and

13
14 WHEREAS, The CID and the CEF have worked together in establishing the
15 recommended separations; and

16
17 WHEREAS, The Board of Trustees for the Central Illinois District Church Extension
18 Fund has determined to propose the following amendments to its Bylaws for adoption by its
19 members at the July 2009 CEF Convention:

20
21
22 **ARTICLE I – NAME, DURATION, REGISTERED OFFICE, AND AGENT**

23
24 Present wording:

25
26 D. The registered agent of the corporation shall be the Manager of the Central Illinois
27 District Church Extension Fund.

28
29 Proposed wording:

30
31 D. The registered agent of the corporation shall be the Executive Director of the Central
32 Illinois District Church Extension Fund.

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34 **BYLAW 3.02 CONVENTION ACCREDITING OF DELEGATES**

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36 Present Bylaw:

37
38 Accredited delegates of the District shall be the accredited delegates of the Church
39 Extension Fund.

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41 Proposed Bylaw:

42
43 A convention shall be held triennially to conduct necessary business. Accredited
44 delegates of the Church Extension Fund in convention shall be the accredited delegates of
45 the District in convention. Delegates are elected by each parish and consist of one pastor
46 and one layman.

1
2 **BYLAW 5.02 A BOARD AND COMMITTEE**

3
4 Present Bylaw:

- 5 A. Elected by the Delegates Convention of the Church Extension Fund
6 1. A Board of Trustees (7 members).
7

8 Proposed Bylaw:

- 9 A. Elected by the Delegates of the Convention of the Church Extension Fund
10 1. A Board of trustees (7 members).
11 2. A Nominations Committee (6 members).
12
13

14 **BYLAW 5.06 ELECTIONS**

15
16 Present Bylaw:

17
18 5.06 Elections

19 The offices shall be filled in the following manner by the Church Extension Fund in
20 convention.
21

22 A. By election

- 23 The President
24 The Vice-President
25 The Secretary-Treasurer
26 The Board of Trustees
27 2 Ministers of Religion-Ordained or Commissioned
28 2 Laymen
29

30 B. By appointment after the Convention

- 31 The Audit Committee
32 The Church Extension Fund Special Loan Committee
33

34 Proposed Bylaw:

35
36 5.06 BY ELECTION

37 A. The offices of the Board of Trustees shall be filled in the following manner by the
38 Church Extension Fund in convention.
39

- 40 The President
41 The Vice-President
42 The Secretary-Treasurer
43 The Board of Trustees
44 2 Ministers of Religion-Ordained or Commissioned
45 2 Laymen
46

1 B. The Nominations Committee shall be filled in the following manner by the
2 Church Extension Fund in convention:
3

4 At each regular convention of the Church Extension Fund, six persons (2 parish
5 pastors, 2 parish teachers, and 2 laymen) shall be elected to serve as the
6 Nominations Committee for the next convention. They are to be chosen from a
7 list of candidates representative of the various geographic areas of the District,
8 submitted by the current Nominations Committee and augmented by additional
9 candidates, if any, nominated from the floor of the Convention.
10

11 The Nominations Committee is an ad hoc convention Committee, to which
12 limitations on holding multiple offices do not apply, but whose members may not
13 succeed themselves. Should a vacancy occur on the Nominations Committee, it
14 shall be filled by appointment from the list of non-elected nominees in the order
15 of the highest number of votes received. The chairman and secretary of the
16 committee shall be advisory members of the succeeding Nominations
17 Committee.
18

19 **BYLAW 5.07 SUNDRY REGULATIONS** 20

21 Present Bylaw:
22

23 C. All officers, boards and committees and personnel shall surrender all records and
24 equipment in their custody to their successors at the time their successor assumes
25 the office they vacate.
26

27 Proposed Bylaw:
28

29 C. All officers, boards and committees and personnel shall surrender all official
30 records and equipment in their custody to their successors at the time their
31 successor assumes the office they vacate.
32

33 Present Bylaw:
34

35 D. The Board of Trustees and all Committees shall be accountable to the Church
36 Extension Fund in convention. The Board of Trustees shall submit the Church
37 Extension Fund's financial reports and a copy of its minutes to each regularly
38 scheduled District Board of Directors meeting.
39

40 Proposed Bylaw:
41

42 D. The Board of Trustees and all Committees shall be accountable to the
43 Church Extension Fund in convention.
44

45 **BYLAW 5.08 THE PRESIDENT OF THE CHURCH EXTENSION FUND-DUTIES** 46

1 Present Bylaw:

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3 C. All legal documents are to be signed by the President, Secretary/Treasurer or the
4 Manager as authorized by the Board of Trustees.

5
6 E. The president shall perform all additional duties placed upon him under the
7 Bylaws, adopted policies, and District and Synod resolutions.
8

9 Proposed Bylaw:

10
11 C. All legal documents are to be signed by the President, Secretary/Treasurer, or the
12 Executive Director as authorized by the Board of Trustees.

13
14 E. (Eliminate existing Bylaw 5.08E) and renumber existing paragraph F to
15 paragraph E)
16

17 **BYLAW 5.10 THE VICE-PRESIDENT-DUTIES**

18
19 Present Bylaw:

20
21 A. The Vice-President shall be the Chairman of the Board of Trustees.
22

23 B. When the office of the President is vacated for any reason stated, he shall assume
24 the duties and responsibilities set forth in paragraphs 5.08(A) through (F) of these
25 Bylaws.
26

27 C. The Vice-President shall, upon request of the President, or as specially directed by
28 the Church Extension Fund Bylaws, convention resolutions and the Board of
29 Trustees, as in these Bylaws authorized, advise, assist, or represent the President.
30

31 D. The Vice-President shall perform the duties of the President in the event the
32 President becomes incapacitated or the President's office is vacated by death,
33 resignation, or removal for cause.
34

35 Proposed Bylaw:

36
37 A. (Eliminate Paragraph A) (B becomes A) When the office of the President is
38 vacated for any reason stated, the Vice-President shall assume the duties and
39 responsibilities set forth in paragraphs 5.08 (A) through (E) of these Bylaws.
40

41 B. (C becomes B) The Vice-President shall, upon request of the President, or as
42 specially directed by the Church Extension Fund Bylaws, convention resolutions,
43 or the Board of Trustees, as in these Bylaws authorized, advise, assist, or
44 represent the President.
45

- 1 C. (D becomes C) The Vice-President shall perform the duties of the President in the
2 event the President becomes incapacitated or the President's office is vacated by
3 death, resignation, or removal for cause.
4

5 **BYLAW 5.12 G. THE SECRETARY-TREASURER-DUTIES**

6
7 Present Bylaw:

- 8 G. The Secretary/Treasurer may utilize the services of the manager in carrying out
9 these responsibilities.

10
11 Proposed Bylaw:

- 12 G. The Secretary/Treasurer may utilize the services of the Executive Director in
13 carrying out these responsibilities.

14
15 **BYLAW 5.13 B. MEMBERSHIP OF THE BOARD OF TRUSTEES**

16
17 Present Bylaw:

- 18
19 B. The Manager and the President of the District or his designee shall be advisory
20 members on the Board of Trustees.
21

22 Proposed Bylaw:

- 23
24 B. The Executive Director and the President of the District or his designee shall be
25 advisory, non-voting members of the Board of Trustees.
26

27 **BYLAW 5.15 ADDITIONAL COMMITTEES**

28
29 Present Bylaw:

30
31 The Board may appoint additional committees and personnel as may be needed from time
32 to time, to carry out the objectives of the Church Extension Fund. All such appointments
33 shall terminate at the will of the Board of Trustees, but no later than the meeting of the
34 Board of Trustees following the District convention.
35

36 Proposed Bylaw:

37
38 The Board of Trustees may appoint additional committees and personnel as may be
39 needed from time to time, to carry out the objectives of the Church Extension Fund. All
40 such appointments shall terminate at the will of the Board of Trustees.
41

42 **BYLAW 5.17 B. FINANCIAL DUTIES OF THE BOARD**

43
44 Present Bylaw:
45

- 1 B. The President, Vice-President, Secretary-Treasurer and Manager, are the
2 authorized signatories, as each may be directed by the Board of Trustees, for all
3 financial, legal and contractual matters of the Church Extension Fund, pursuant to
4 a written resolution of the Board of Trustees authorizing the transaction and
5 naming those authorized to sign.
6

7 Proposed Bylaw:

- 8
9 B. The President, Vice-President, Secretary-Treasurer, and Executive Director are
10 the authorized signatories, as each may be directed by the Board of Trustees, for
11 all financial, legal, and contractual matters of the Church Extension Fund,
12 pursuant to a written resolution of the Board of Trustees authorizing the
13 transaction and naming those authorized to sign.
14

15 **BYLAW 5.18C POWERS AND DUTIES OF THE BOARD OF TRUSTEES WITH**
16 **RESPECT TO THE PROPERTY OF THE CHURCH EXTENSION**
17 **FUND**

18 Present Bylaw:

- 19
20 C. In the purchase of property at a cost in excess of \$300,000, the approval of a
21 majority of Circuit Counselors and Circuit Lay-Delegates present at a meeting
22 called for that purpose, is required, or such purchase must be approved by the
23 delegates of the Church Extension Fund in convention.
24

25 Proposed Bylaw:

- 26
27 C. In the purchase of property at a cost in excess of \$750,000, such purchase must be
28 approved by the delegates of the Church Extension Fund in convention, or by the
29 approval of 2/3 of the members of the Church Extension Fund Special Loan
30 Committee.
31

32 ~~Present Bylaw:~~ Proposed Changes:

33
34 **5.20 ~~MANAGER~~ EXECUTIVE DIRECTOR**

- 35
36 A. The Board of Trustees, ~~with the approval of the District President,~~ shall appoint
37 the ~~Manager~~ Executive Director, who will serve as directed by the Board of
38 Trustees and these Bylaws. ~~Nothing in these Bylaws shall prevent the Business~~
39 ~~Manager of the Central Illinois District from being the Manager of the Church~~
40 ~~Extension Fund, nor shall anything in these Bylaws require the Manager of the~~
41 ~~Church Extension Fund to be the Business Manager of the Central Illinois~~
42 ~~District.~~

- 43
44 B. DUTIES
45

1. PROPERTY MANAGEMENT: The ~~Manager~~ Executive Director shall periodically inspect all property of the Church Extension Fund, or the property on which it holds a mortgage or is under contract, and shall recommend to the Board of Trustees items of needed repair and maintenance, and recommend and obtain its authorization thereon. A property maintenance manager may be appointed to assist the ~~Manager~~ Executive Director, to work under his supervision, when deemed necessary by the Board of Trustees.
2. LEGAL RESPONSIBILITIES. The ~~Manager~~ Executive Director shall supervise the safekeeping of the deeds, ...
3. LOAN MAINTENANCE; The ~~Manager~~ Executive Director shall keep a current file on each church extension loan ...
4. INSURANCE MANAGEMENT: The ~~Manager~~ Executive Director shall be held responsible for seeing that all property ...
5. OTHER PROPERTY MANAGEMENT: The ~~Manager~~ Executive Director shall make certain that the property taxes ...
6. OFFICE MANAGEMENT: The ~~Manager~~ Executive Director shall serve as office manager for the Church Extension Fund office ...
7. ASSISTING THE SECRETARY-TREASURER: The ~~Manager~~ Executive Director shall, in accord with the accounting standards ...

BYLAW 5.21 THE AUDIT COMMITTEE

Present Bylaw

- B. DUTIES: The Audit Committee shall meet in mid-year with the Secretary-Treasurer and the Manager to review records, vouchers, instruments, cash and bank balances, notes, loans and mortgages receivables and payables, insurance papers, and such other financial documents as bear upon the responsibilities of the Church Extension Fund to its depositors and to the District, and shall submit its report to the Board of Trustees of Church Extension Fund and to the Board of Directors of the Central Illinois District.
- C. OUTSIDE AUDITS: The Audit Committee shall annually, or more frequently at the request of the Board of Trustees, engage a firm of Certified Public Accountants (CPA) to audit the books and financial records of the Church Extension Fund and such other funds and financial records as the Audit Committee or Board in their judgment may consider appropriate. The Audit Committee shall review the audit reports as submitted by the independent CPA

1 firm, and shall prepare a report of recommendations to the Board of Trustees, the
2 Board of Directors of the Central Illinois District and the Church Extension Fund
3 convention. At least annually, notice shall be given to each congregation within
4 the District that a copy of the latest audit is available from the Church Extension
5 Fund office. Upon request from a congregation, a copy or copies of the report
6 shall be supplied.
7

- 8 D. BONDING: The Audit Committee shall recommend to the Board the amount and
9 form of a fidelity bond or insurance which should be maintained on the Secretary-
10 Treasurer, Manager, employees and other persons who occupy a fiduciary
11 responsibility, as may be deemed appropriate by the Board of Trustees.
12

13 **Proposed Bylaw**

- 14
- 15 B. DUTIES: The Audit Committee shall meet in mid-year with the Secretary-
16 Treasurer and the Executive Director to review records, vouchers, instruments,
17 cash and bank balances, notes, receivable and payable, loans and mortgages,
18 insurance papers, and such other financial documents as bear upon the
19 responsibilities of the Church Extension Fund to its depositors, and shall submit
20 its report to the Board of Trustees of Church Extension Fund.
21

- 22 C. OUTSIDE AUDITS: The Audit Committee shall annually, or more frequently at
23 the request of the Board of Trustees, engage a firm of Certified Public
24 Accountants (CPA) to audit the books and financial records of the Church
25 Extension Fund and such other funds and financial records as the Audit
26 Committee or Board in their judgment may consider appropriate. The Audit
27 Committee shall review the audit reports as submitted by the independent CPA
28 firm, and shall prepare a report of recommendations to the Board of Trustees and
29 the Church Extension Fund in convention. At least annually, notice shall be given
30 to each congregation within the District that a copy of the latest audit is available
31 from the Church Extension Fund office. Upon request from a congregation, a
32 copy or copies of the report shall be supplied.
33

- 34 D. BONDING: The Audit Committee shall recommend to the Board the amount and
35 form of a fidelity bond or insurance which should be maintained on the Secretary-
36 Treasurer, Executive Director, employees, and other persons who occupy a
37 fiduciary responsibility, as may be deemed appropriate by the Board of Trustees.
38

39 **BYLAW 5.24 NOMINATIONS**

40

41 **Present Bylaw**

- 42
- 43 C. The Nominations Committee shall present their nominees to the convention for
44 adoption or amendment. The report shall provide pertinent information on each
45 candidate presented. Additional nominations may be made from the floor.
46 Nominees shall then be listed in alphabetical order.

1
2 Proposed Bylaw

3
4 C. No two members of the same congregation, nor any two members of the same
5 immediate family may be a member of the Board of Trustees at the same time.
6 Same Family would include spouse and children.
7

8 D. (Former C becomes D) The Nominations Committee shall present their nominees
9 to the convention for adoption or amendment. The report shall provide pertinent
10 information on each candidate presented. Additional nominations may be made
11 from the floor. Nominees shall then be listed in alphabetical order for each
12 position. Incumbents may be so designated.
13

14 **BYLAW 5.26 ORDER OF NAMES ON BALLOT**

15
16 Present Bylaw

17
18 The names and congregational affiliation of the candidates in all elections shall be placed
19 on the ballot in alphabetical order for each position and without any distinctive mark.
20

21 Proposed Bylaw

22
23 The names and congregational affiliation of the candidates in all elections shall be placed
24 on the ballot in alphabetical order for each position.
25

26 **BYLAW 6.02**

27
28 Present Bylaw

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30 This is an addition to Article VI
31

32 Proposed Bylaw 6.02

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34 Resolutions from Member Congregations

35 A Miscellaneous resolutions and appeals by member congregations or pastors, other
36 than for mission grants, may be presented to a convention upon approval by the
37 Board of Directors. Such resolutions shall be sent to the CEF President at the
38 CEF business office at least 90 days prior to a convention. Resolutions affecting
39 the bylaws must pass by a majority vote. Resolutions affecting the Articles of
40 Incorporation must pass by a 2/3 majority vote of the delegates present.
41

42 B Resolutions, in writing, may be submitted to the Chairman during the first 15
43 minutes of a convention by an official lay person or pastoral delegate and be
44 considered by the convention delegates at a time deemed appropriate by the
45 Chairman. Written resolutions made from the floor, may be altered by the
46 chairperson and must be approved by a 2/3 majority vote of the delegates present

1
2 Therefore be it *Resolved*, That the members of the Central Illinois District Church
3 Extension Fund, Inc., in convention assembled, do hereby approve the above stated amendments
4 to the Bylaws of the CID CEF, and that said Bylaws be amended and published as herein stated;
5 and be it finally

6
7 *Resolved*, That all references in the Bylaws to the CEF Manager be changed to Executive
8 Director and that all references to Assistant to the Manager be changed to Assistant to the
9 Executive Director.

10
11