STANDING RULES FOR THE GENERAL BOARD

AMENDMENTS

(Adopted by General Board 1970, Revised 1971, 1980, 1987,
1994, 2009, 2010, 2013, 2014, 2015, 2025 (Provisional))

The following rules describe the worshipful work of the General Board of the Christian Church (Disciples of Christ) in the United States and Canada.

1. Preparation for Meetings

1.1. On behalf of the Executive Committee, the General Minister and President shall prepare an agenda for meetings of the General Board.

1.1.1. The Office of the General Minister and President shall receive agenda items.

1.1.2. If for any reason the General Minister and President considers it not feasible to place an item on the agenda as requested, this fact, and the reasons for the decision should be made known to the requesting party and be reported to the Moderator. If the requesting party is dissatisfied with the decision, an appeal may be made to the Executive Committee.[1]

1.2. The General Minister and President shall make the business docket available to members of the General Board thirty (30) days in advance of the meeting.

2. Role of the General Board Committees

2.1. The Executive Committee shall serve as the Business Committee while the General Board is in session for the purpose of making recommendations concerning the disposition of new business and emergency matters.

2.1.1. The Second Vice Moderator shall chair the Business Committee.

2.1.2. While the General Board is in session, new business items shall be submitted in writing and referred without discussion to the Business Committee, which shall make a recommendation concerning the disposition of each item in a later session of the meeting.

2.2. Other items of General Board business may be considered in plenary session or may be referred to the Committees of the General Board for study and report to a later plenary session.

3. Rights of Members *Ex Officio* Without Vote

3.1. Members *ex officio* without vote shall have the right to make and second motions and participate in debate.[2]

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[1] Paragraph 64e of *The Design of the Christian Church (Disciples of Christ)*.
[2] Paragraph 56 of *The Design* defines the membership of the General Board.

4. Expenses of General Board Members

4.1. Expenses of General Board Members shall be reimbursed according to the Office of the General Minister and President's Boards, Committees, and Commissions Travel and Expense Reimbursement Policy as approved by the Executive Committee.

5. Organization for Work

5.1. The General Board shall establish the following committees in an effort to conduct the business of the Board.

5.1.1. Members of the General Board shall populate these committees. Unless otherwise provided, the Executive Committee shall appoint the membership of committees. All General Board members shall serve on the Executive, Mission, or Finance Committees and are expected to serve on committees when called upon.

5.2. Executive Committee

5.2.1. See the Standing Rules for the Executive Committee.

5.2.2. The General Commission on Ministry reports to the General Board through the Executive Committee and is accountable to the General Minister and President with the following duties[3]:

5.2.2.1. Developing and recommending policies regarding the order of ministry.

5.2.2.2. Giving consideration to concerns related to ministry and give counsel to and coordinate the work of the various regions, general ministries, and institutions.

5.2.2.3. Certifying standing for clergy as listed in Sections II.F.1.d and II.F.1.e of the *Theological Foundations and Policies and Criteria for the Ordering of Ministry of the Christian Church (Disciples of Christ)*.

5.2.2.4. Serving as the final place of appeal related to ministerial standing in the following circumstances; following the decision of a region or following a period of prolonged inaction by a region.

5.2.2.5. Working with ecumenical partners related to the order of ministry.

5.2.2.6. The General Commission on Ministry shall consist of nineteen (19) members, including sixteen (16) members appointed by the General Minister and President and three (3) members *ex*

[3] Paragraph 39c of *The Design* names the General Commission on Ministry and Paragraph 88 of *The Design* states "that the General Assembly shall approve general policies and criteria for the order of ministries."

officio: the Administrative Secretary of the National Convocation, the National Pastor of Obra Hispana, and the Executive Minister of North American Pacific/Asian Disciples. The members appointed by the General Minister and President shall include:

5.2.2.6.1. Five (5) regional ministers;

5.2.2.6.2. One (1) representative each from the Office of the General Minister and President, the Pension Fund, Disciples Home Missions, and the Council of Theological Education;

5.2.2.6.3. One (1) representative from the Office of Church Life and Leadership of the United Church of Christ;

5.2.2.6.4. Four (4) members at-large representing congregations; and

5.2.2.6.5. Two (2) members at-large from any of the above categories.

5.2.2.7. The General Minister and President shall name the chair from among the members of the Commission.

5.2.3. The General Nominating Committee consists of ten (10) members who are elected by the General Assembly.[4] The General Nominating Committee is a sub-committee of the Executive Committee with the following duties:

5.2.3.1. Selecting nominees for the non-salaried Officers of the General Assembly.[5]

5.2.3.2. Nominating voting members of the General Board[6] and the elected members of the Executive Committee[7].

5.2.3.3. Reviewing the membership of each General Ministry and National Convocation, Obra Hispana, and North American Pacific/Asian Disciples to ensure compliance with racial/ethnic diversity standards of the church.

5.2.3.4. Establishing and maintaining the criteria for organizations invited to nominate persons to the General Board.

[4] Paragraph 81 of *The Design*.
[5] Paragraph 49 of *The Design*.
[6] Paragraph 56a and 56b of *The Design*.
[7] Paragraph 85 of *The Design*.

5.3. Mission Committee

5.3.1. The Mission Committee shall

5.4. Finance Committee

5.4.1. The Finance Committee shall ensure adequate resources for organizations of the Christian Church (Disciples of Christ).

5.4.2. The Finance Committee has the following duties:

5.4.2.1. Providing oversight of the Churchwide Funding System.

5.4.2.2. Reviewing and assessing the on-going practices of Disciples churchwide development work.

5.4.2.3. Consulting with the Audit Committee in situations related to the financial health of a Disciples' organization.

5.4.3. The Audit Committee is a sub-committee of the Finance Committee. The Audit Committee shall act as the Audit Review Committee of the General Board and the Independent Audit Committee of the Office of the General Minister and President. No more than one-third of the Audit Committee shall be members of the General Board. The Audit Committee shall include persons with educational or work experience in accounting, auditing, or similar professions.

5.4.3.1. The Audit Committee has the following duties related to the General Board:

5.4.3.1.1. Providing oversight and implementation of the General Board's Policy for Fiscal Responsibility.

5.4.3.1.2. Making recommendations to the Board based on the committee's review activities.

5.4.3.2. The Audit Committee has the following duties related to the Office of the General Minister and President:

5.4.3.2.1. Coordinating the request for proposals and selecting the audit firm to conduct an independent audit of the organization's financial statements.

5.4.3.2.2. Reviewing and approving the audit scope and fees.

5.4.3.2.3. Reviewing and approving any proposed involvement of the audit firm in activities other than the annual audit.

5.4.3.2.4. Ensuring a direct line of communication with the organization's auditor.

5.4.3.2.5. Providing oversight of management's performance with respect to required and recommended financial responsibilities and disclosure.

5.4.3.2.6. Considering and reviewing, with management and the auditors, the adequacy of the organization's risk management methodology and internal controls, including computerized information system controls and security.

5.4.3.2.7. Providing oversight of the organization's Conflict of Interest Policy and keeping the Board apprised of any changes required in the policy and implementation.

5.4.3.2.8. Reviewing the adequacy of financial reports provided by the Executive Committee, and making recommendations for improvement.

5.4.3.2.9. Reviewing and addressing the management letter and auditor's comments.

5.4.3.2.10. Reviewing any serious difficulties or disputes with management encountered during the course of the audits.

5.4.3.2.11. Reviewing other matters related to the conduct of the audits that are to be communicated to the Audit Committee under generally accepted auditing standards.

5.4.3.2.12. Reviewing published documents containing the organization's financial statements and considering whether the information contained in these documents is consistent with the information contained in the financial statements.

5.4.3.2.13. Investigating any matter brought to its attention within the scope of its duties, with the power to retain outside counsel for this purpose if, in its judgment, that is appropriate. The Audit Committee shall promptly report any such actions to the Moderators of the General Assembly.[8]

[8] The "Moderators of the General Assembly" include the Moderator, First Vice Moderator, Second Vice Moderator, and Moderator-Elect.

5.4.3.2.14. Making recommendations to the Executive Committee based on the Audit Committee's review activities.

5.5. General Assembly Committee

5.5.1. The General Assembly Committee shall recommend the time and place of the Triennial Meeting of the General Assembly and to follow up on General Assembly business items. The General Assembly Committee has the following duties:

5.5.1.1. Conducting site visits in conjunction with staff from the Office of the General Minister and President to recommend the time and place of future Triennial Meetings of the General Assemblies.

5.5.1.2. Following up on work assigned to specific ministries by the General Assembly.

5.5.1.3. Reporting to the next Annual or Triennial Meeting of the General Assembly the activities related to business items previously approved by the General Assembly.

5.6. General Board Special Task Forces and Committees

5.6.1. The General Board may appoint special (advisory) committees, task forces, commissions, or panels in accordance with Section 8 of the Standing Rules for the Executive Committee.

6. Sunset Rules

6.1. All programs and priorities that are mandated by the General Board shall be limited to a duration of six (6) years unless otherwise specified in the approved General Board’s business item.

6.2. This shall be monitored by the Executive Committee unless otherwise stated in the enabling action.

7. Procedures for Electing and Calling the General Minister and President

7.1. Initiating the Process of Election

7.1.1. No less than eighteen (18) months before the Triennial General Assembly during which a new General Minister and President will be elected, the Executive Committee shall convene in executive session to initiate the process for electing the General Minister and President. The executive session shall include voting and nonvoting members and exclude all other persons. During the executive session

7.1.1.1. Time shall be given to the outgoing General Minister and President to briefly address the Executive anCommittee.

7.1.1.2. Time shall be allotted to seek God's counsel for the future direction and leadership of the church.

7.1.1.3. Qualifications shall be established for the General Minister and President.

7.1.1.4. The Search Committee shall be elected pursuant to Section 7.2 of these rules.

7.2. Composition and Election of the Search Committee

7.2.1. The Search Committee shall consist of eleven (11) persons as follows:

7.2.1.1. The Moderator, First Vice Moderator, Second Vice Moderator, and Moderator-Elect of the General Assembly;

7.2.1.2. Two (2) members of the Executive Committee as elected by the Executive Committee from its continuing class; and

7.2.1.3. Five (5) members of the General Board.

7.2.2. One (1) Alternate shall serve alongside the Search Committee, attending all meetings as a nonvoting member. In the case of resignation or death of a member of the Search Committee, the Alternate shall become a full voting member of the Search Committee.

7.2.3. The Search Committee and the Alternate shall consist of at least six (6) persons of color[9] as consistent with the Executive Search Process.[10]

7.2.4. The five (5) members of the General Board and the Alternate shall be elected as follows:

7.2.4.1. The Moderators shall nominate a list of ten (10) members of the General Board's continuing class.

7.2.4.2. Each Executive Committee member shall vote for five (5) candidates. If five (5) candidates receive a majority of the votes, those candidates are elected. If more than five (5) receive a majority of total votes then the five (5) candidates with the most votes are elected. If less than five (5) receive a majority, those receiving a majority are elected, the remaining candidates are considered on a new ballot, with each Executive Committee member having a number of votes equal to the number of open positions. This process continues until all five (5) positions are filled in accordance 8.2.1.

7.2.4.3. If two or more candidates are tied, then a tiebreaking vote among those tied shall be required, unless the number of tied

[9] Consideration of persons of color should include (but is not limited to) participation in the recognized racial/ethnic ministries.

[10] The Executive Search Model is a policy of the General Board.

candidates is less than or equal to the number of open positions on the Search Committee.

7.2.4.4. After electing the members of the Search Committee, the Executive Committee shall elect the Alternate from among the candidates not elected to the Search Committee.

7.2.5. The Moderator shall appoint one of the Search Committee members as chair.

7.2.6. The General Board shall confirm the elected members of the Search Committee and the Alternate.

7.2.6.1. If the General Board does not confirm the Search Committee and the Alternate, the Executive Committee shall reconvene to elect a new Search Committee and Alternate and shall subsequently submit the new Search Committee and Alternate for confirmation by the General Board.

7.3. Search Committee Process

7.3.1. The Search Committee shall use the Executive Search Model as approved by the General Board to select candidates for General Minister and President.

7.3.2. The Search Committee shall employ its own staff and shall have funds made available through the Office of the General Minister and President.

7.3.3. Staff from the Office of the General Minister and President shall be excused from any participation in all phases of the search process, except where their participation is specifically requested by the Search Committee.

7.3.4. The Search Committee shall seek input from members of the Council of General Ministries, the College of Regional Ministers, and congregations.

7.3.5. The Search Committee shall solicit names from general ministries, institutions, regions, and members of the church at large.

7.3.5.1. The Search Committee, through denominational publications including but not limited to general and regional church communications, shall make requests for receiving written suggestions of names.

7.3.5.2. Potential candidates must be in the Search and Call system of the Christian Church (Disciples of Christ).

7.3.6. The Search Committee shall interview as many persons as it deems necessary to fulfill its responsibilities.

7.3.6.1. Each person who is interviewed shall be required to submit a written statement in response to questions as determined by the Search Committee.

7.3.6.2. The Search Committee shall retain a list of all persons interviewed and their written statements until the close of the Triennial Meeting of the General Assembly during which the election for General Minister and President will occur.

7.3.7. The Search Committee shall present a list of at least two (2) but not more than five (5) candidates to the Executive Committee.

7.3.7.1. The Search Committee shall present to the Executive Committee each candidate's written statement, a concise statement of qualifications, and biographical information including a physician's letter indicating fitness for duty based on the job description for the General Minister and President.

7.3.7.2. The screener's report as required by the Executive Search Model shall be provided to the Executive Committee on the proposed candidates.

7.3.7.3. This information shall be sent to the Executive Committee as soon as possible, but no less than seven (7) days before Executive Committee voting, thus enabling voters to maximize their knowledge of the candidates.

7.4. Nomination by the Executive Committee

7.4.1. Upon receiving a list of candidates from the Search Committee, the Executive Committee shall convene in executive session to select a Nominee for General Minister and President. The executive session shall include voting and nonvoting members and the Search Committee and exclude the General Minister and President and all other persons. During the executive session:

7.4.1.1. Each candidate presented by the Search Committee shall be interviewed.

7.4.1.2. Time for discussion shall be allotted.

7.4.1.3. A Nominee shall be selected by secret ballot from among the candidates presented by the Search Committee, with a two-thirds majority of those present and voting being required for nomination[11] as follows:

7.4.1.3.1. Each voting member of the Executive Committee shall cast a secret ballot for their first choice.

[11] Paragraph 54e of *The Design*.

7.4.1.3.2. If a candidate receives a two-thirds majority, that person is the Nominee.

7.4.1.3.3. If there are more than two candidates and no candidate receives a two-thirds majority, the candidate receiving the fewest votes shall be removed from the ballot and a new ballot shall be taken on those who remain.

7.4.1.3.3.1. Re-balloting shall continue if necessary and the persons with the fewest votes shall be removed from the ballot each time until only two candidates remain.

7.4.1.3.3.2. In this process of arriving at two candidates, a tie for the fewest votes shall require a tiebreaking vote among those tied, with the candidate receiving the fewest tiebreaking votes removed from the ballot.

7.4.1.3.4. If only two (2) candidates remain and neither receives a two-thirds majority, time shall be allotted for additional discussion of the candidates prior to a second ballot between the two candidates.

7.4.1.3.4.1. If no candidate receives a two-thirds majority on the second ballot between the two candidates, time shall be allotted for additional discussion of the candidates prior to a third ballot between the two candidates.

7.4.1.3.4.2. If no candidate receives a two-thirds majority on the third ballot, the Executive Committee shall call upon the Search Committee to present a new list of candidates for General Minister and President from among those persons previously interviewed and pursuant to Section 7.3.7 of these rules.

7.4.2. Upon the selection of a Nominee by the Executive Committee and before submitting the name of the Nominee to the General Board, provisional negotiations concerning terms of employment and transition may begin.

7.4.2.1. The Moderator and the Moderator-Elect shall be authorized to conduct confidential negotiations with the Nominee and the Nominee's employer.

7.4.2.2. The Moderator and the Moderator-Elect shall consult with the appropriate staff member in the Office of the General Minister and President regarding personnel policies and the Employment Agreement with the Nominee.

7.4.3. Within two days of the selection of the Nominee by the Executive Committee, the Moderators shall forward to the General Board the written statement, biographical description, and concise statement of qualifications of the Nominee.

7.4.3.1. The name of the Nominee shall remain confidential and shall only be shared with the membership of the General Board and staff in the Office of the General Minister and President until the General Board has confirmed the Nominee.[12]

7.5. Consideration of the Nominee by the General Board

7.5.1. Upon receiving a Nominee from the Executive Committee, the General Board shall convene in executive session to consider confirming Nominee and "forwarding the name" to the General Assembly. The executive session shall include voting and nonvoting members and the Search Committee and exclude all other persons. During the executive session:

7.5.1.1. The outgoing General Minister and President shall be asked to briefly address the General Board.

7.5.1.2. The Nominee's written statement, the concise statement of qualifications, and biographical information, as provided by the Search Committee, shall be reviewed.

7.5.1.3. The chairperson of the Search Committee shall be given time to present to the General Board a detailed summary of the process to this point, present the Nominee of the Executive Committee, and field all questions in discussion and debate.

7.5.1.4. Time shall be provided for members of the General Board to engage in dialogue with the Nominee.

[12] The confidentiality requirement does not apply to the re-election of the General Minister and President (See Section 8).

7.5.1.5. The Nominee shall be given time to present their goals and vision for ministry if elected as General Minister and President, after which they shall be excused.

7.5.1.6. The vote shall be taken by secret ballot, with a two-thirds majority of those present and voting being required to confirm the Nominee and "forward the name" to the General Assembly.[13]

7.5.2. If the General Board confirms the Nominee:

7.5.2.1. The Nominee shall be invited to make formal remarks to the General Board.

7.5.2.2. The name of the Nominee shall be forwarded to the General Assembly for election and call to ministry.

7.5.2.3. Congregations, regions, general ministries, and other related institutions shall be notified of the Nominee.[14]

7.5.3. If the General Board does not confirm the Nominee, then the Executive Committee shall:

7.5.3.1. Call upon the Search Committee to immediately present to the Executive Committee a new list of candidates for General Minister and President from among those persons previously interviewed and pursuant to Section 7.3.7 of these rules. The Search Committee may include in the list persons previously presented as candidates to the Executive Committee who were not selected as the Nominee.

7.5.3.2. Immediately select a new Nominee for General Minister and President pursuant to Section 7.4 of these rules and present the Nominee to the General Board for its consideration.

7.6. Election and Calling of the General Minister and President by the General Assembly

7.6.1. The election of the General Minister and President shall be an Operational, Policy, and Organizational Item on the Docket which shall be an Order of the Day on the General Assembly business agenda.[15]

7.6.2. The chairperson of the Search Committee shall be the designated spokesperson[16] for the item and shall:

[13] Paragraph 54e of *The Design*.
[14] Paragraph 46 of *The Design*.
[15] The Special Rules of Procedure for the General Assembly defines Operational, Policy, and Organizational Items in Section 3.2; the Docket in Section 8.1; and the agenda in Section 8.3.
[16] Section 10.9 of the Special Rules of Procedure for the General Assembly.

7.6.2.1. Present a detailed summary of the process,

7.6.2.2. Share the biography and credentials of the Nominee, and

7.6.2.3. Answer all questions in discussion and debate.

7.6.3. Following the time for discussion and debate, the Moderator shall proceed to a ballot vote on the business item, with a two-thirds majority of those present and voting being required to elect and call the General Minister and President.[17]

7.6.4. If elected, the General Minister and President-Elect shall be installed and invited to address the General Assembly during the closing worship. The Moderator of the General Assembly shall conduct the service of installation.

7.6.5. If the General Assembly does not elect the Nominee, the Executive Committee shall name a person to act as General Minister and President pursuant to Section 9.2 of these rules.

8. Process for Re-election of a General Minister and President of the Christian Church (Disciples of Christ)

8.1. Initiating the Process of Re-election

8.1.1. The General Minister and President may be re-elected one time for a term of six years.[18]

8.1.2. No later than eighteen (18) months before the Triennial Meeting of the General Assembly during which their first term will end, the General Minister and President shall submit a statement to the Executive Committee declaring their intent to stand or not stand for re-election.

8.1.3. Upon receiving a statement from the General Minister and President declaring their intent to stand for re-election:

8.1.3.1. The Executive Committee shall convene in executive session and elect a Search Committee pursuant to Section 7.3 of these rules. The executive session shall include voting and nonvoting members and exclude the General Minister and President and all other persons.

8.1.3.1.1. For the purposes of considering the re-election of the General Minister and President, the Search Committee shall be the Review Committee.

8.1.3.2. The Moderators of the General Assembly shall communicate the initiation of the process to re-elect the General Minister

[17] Paragraph 54e of *The Design*.
[18] Paragraph 54b of *The Design.*

and President to the congregations, regions, general ministries, and other related institutions.

8.1.4. Upon receiving a statement from the General Minister and President declaring their intent to not stand for re-election:

8.1.4.1. The Executive Committee shall initiate the process to elect a new General Minister and President pursuant to Section 7.1 of these rules.

8.1.4.2. The Moderators of the General Assembly shall communicate the intent of the General Minister and President to not stand for re-election and the initiation of the process to elect a new General Minister and President to the congregations, regions, general ministries, and other related institutions.

8.2. Review Committee Process

8.2.1. The Review Committee shall design a questionnaire to evaluate the leadership of the General Minister and President and shall include topics such as:

8.2.1.1. Pastoral/Spiritual leadership;

8.2.1.2. Administrative leadership;

8.2.1.3. Communication skills;

8.2.1.4. Vision for the Christian Church (Disciples of Christ);

8.2.1.5. Other information to share with the Review Committee; and

8.2.1.6. Recommendations to the General Minister and President regarding the next term.

8.2.2. The Review Committee shall disseminate the questionnaire to at least the following:

8.2.2.1. All voting and nonvoting members of the General Board who served during the General Minister and President's first term.

8.2.2.2. The moderator, president, or chair of Disciples constituency groups at the general level as recognized by the General Board.

8.2.2.3. The current moderators or presidents of each region, the National Convocation, the Obra Hispana, and the North American Pacific/Asian Disciples.

8.2.2.4. Chief Executive Officers of institutions of higher education affiliated with the Christian Church (Disciples of Christ).

8.2.2.5. Five (5) ecumenical peers.

8.2.2.6. Members from twenty-five (25) local congregations. In selecting the congregations, the Review Committee shall give consideration to racial/ethnic diversity, age of the congregation, geographic location, and ministry setting.

8.2.3. The Review Committee shall compile the responses and present the data to the Executive Committee.

8.3. Nomination for Re-election by the Executive Committee

8.3.1. Upon receiving the questionnaire responses from the Review Committee, the Executive Committee shall convene in executive session to consider the nomination of the General Minister and President for re-election The executive session shall include voting and nonvoting members, the Review Committee, and the General Minister and President and shall exclude all other persons. During the executive session:

8.3.1.1. The information from the Review Committee shall be reviewed with the General Minister and President, after which the Review Committee and the General Minister and President shall be excused.

8.3.1.2. Time for discussion shall be allotted.

8.3.1.3. The vote shall be taken by secret ballot, with a two-thirds majority of those present and voting being required to nominate the General Minister and President for re-election.[19]

8.3.2. If the Executive Committee nominates the General Minister and President for re-election, the Moderators shall forward the nomination to the General Board and the process for re-election shall continue pursuant to Section 7.5 of these rules.[20]

8.3.2.1. If the General Board does not confirm the re-election of the General Minister and President, these provisions shall apply in lieu of Section 7.5.3:

8.3.2.1.1. The Moderators shall communicate such decision to the congregations, regions, general ministries, and other related institutions.

8.3.2.1.2. The Review Committee shall reconvene as the Search Committee to initiate a search for candidates to be considered for nomination by the

[19] Paragraph 54e of *The Design*.

[20] If nominated for re-election, the General Minister and President is considered the Nominee for the purposes of Sections 7.5 and 7.6.

Executive Committee pursuant to Section 7.3 of these rules.

8.3.3. If the Executive Committee does not nominate the General Minister and President for re-election:

8.3.3.1. The Moderators shall communicate such decision to the congregations, regions, general ministries, and other related institutions.

8.3.3.2. The Review Committee shall reconvene as the Search Committee to initiate a search for new candidates to be considered for nomination by the Executive Committee pursuant to Section 7.3 of these rules.

9. Removal of the General Minister and President and Vacancy in the Office

9.1. Removal of the General Minister and President

9.1.1. Upon recommendation of the Moderators of the General Assembly, the Executive Committee shall convene in executive session to consider recommending to the General Board the removal of the General Minister and President.[21] The executive session shall include voting and nonvoting members and the General Minister and President and exclude all other persons. During the executive session:

9.1.1.1. The Moderators shall be given time to present their reasoning for recommending removal of the General Minister and President and answer questions.

9.1.1.2. The General Minister and President shall be given time to make a statement and answer questions, after which the General Minister and President shall be excused.

9.1.1.3. Time for discussion shall be allotted.

9.1.1.4. The vote shall be taken by secret ballot, with a simple majority of the voting membership of the Executive Committee being required to recommend to the General Board the removal of the General Minister and President.

9.1.2. Upon recommendation of the Executive Committee to remove the General Minister and President, the General Board shall convene in executive session to consider the removal of the General Minister and President.[22] The executive session shall include voting and nonvoting members and the General Minister and President and exclude all other persons. During the executive session:

[21] Paragraph 54d of *The Design*.
[22] Paragraph 54d of *The Design*.

9.1.2.1. The Executive Committee shall be given time to present their reasoning for recommending removal of the General Minister and President and answer questions.

9.1.2.2. The General Minister and President shall be given time to make a statement and answer questions, after which the General Minister and President shall be excused.

9.1.2.3. Time for discussion shall be allotted.

9.1.2.4. The vote shall be taken by secret ballot, with a two-thirds majority of the voting membership of the General Board being required to remove the General Minister and President.

9.1.3. The Moderators of the General Assembly shall communicate the removal of the General Minister and President to the congregations, regions, general ministries, and other related institutions.

9.2. Vacancy in the Office of General Minister and President

9.2.1. Upon vacancy in the office of General Minister and President or receipt of a letter of resignation from the General Minister and President, the Moderators of the General Assembly shall nominate a person to act as General Minister and President.

9.2.1.1. The Moderators may appoint an advisory group to assist in finding a person to nominate.

9.2.1.2. If the vacancy has occurred because the General Assembly did not elect or re-elect a General Minister and President, the Moderators may call upon the Search Committee to provide a list of names to the Moderators.

9.2.2. Upon the Moderators naming a Nominee, the Executive Committee shall convene in executive session to consider appointing the Nominee to act as General Minister and President.[23] The executive session shall include voting and nonvoting members, the Nominee, and persons appointed by the Moderators under Section 9.2.1 of these rules and exclude all other persons. During the executive session:

9.2.2.1. The Nominee shall be interviewed by the Executive Committee, after which the Nominee and any other non-members shall be excused.

9.2.2.2. Time for discussion shall be allotted.

[23] Paragraph 54e of *The Design*.

9.2.2.3. The vote shall be taken by secret ballot, with a two-thirds majority of those present and voting being required to appoint the Nominee to act as General Minister and President.

9.2.2.3.1. If the Nominee does not receive a two-thirds majority, a second ballot may be taken after additional discussion.

9.2.2.3.2. If the Nominee does not receive a two-thirds on the second ballot, the Moderators shall name a new Nominee for the Executive Committee to consider.

9.2.3. The Moderators of the General Assembly shall communicate the appointment of an acting General Minister and President to the congregations, regions, general ministries, and other related institutions.

9.2.4. If there is less than eighteen (18) months before the next Triennial Meeting of the General Assembly, the Executive Committee shall initiate the process to elect a General Minister and President pursuant to Section 7 of these rules.

10. Compliance with the Open Meetings Policy of the General Assembly

10.1. The General Board shall comply with the Opening Meeting Policy of the General Assembly.

10.2. The General Board recognizes two categories of non-board members: Guests and Public Visitors.

10.3. Guests

10.3.1. Guests attend meetings at the request of the Moderator, the General Minister and President or by virtue of chairing a special task force or committee that reports to the General Board.

10.3.2. Guests have the privilege of addressing the plenary, committee or small group as it pertains to the particular topic for which they have been invited.

10.3.3. Guests are invited to all open sessions of the General Board.

10.3.4. Guests are required to seek additional permission from the Moderator, chair or small group leader to address other matters at the meeting.

10.3.5. The expenses for guests are provided by the Office of the General Minister and President.

10.4. Public Visitors

10.4.1. Public visitors are members of the Christian Church (Disciples of Christ) or the community at-large who choose to attend the meeting.

10.4.2. Public visitors are invited to all open sessions of the General Board.

10.4.3. Public visitors must seek permission from the Moderator, committee chair or small group leader prior to the start of each session in order to speak on each topic they wish to address. Participation is at the discretion of the aforementioned leaders.

10.4.4. Public visitors attend at their own expense. Any expenses incurred by the Office of the General Minister and President will be billed to a public visitor and/or the associated ministry.

10.5. No guests or public visitors can impede the work of the General Board. If they do, they will be asked to leave.

11. Indemnification

11.1. Indemnification by the Corporation. To the extent not inconsistent with applicable law, every person (and the heirs and personal representatives of such person) who is or was a director, officer, or member of any board or committee or subcommittee of the Corporation shall be indemnified by the Corporation against all liability and reasonable expense that may be incurred by her or him in connection with or resulting from any claim, action, suit, or proceeding (a) if such person is wholly successful with respect thereof, or (b) if not wholly successful, then if such person is determined as provided in Section 3 of this Rule 11 to have acted in good faith, in what he or she reasonably believed to be the best interests of the Corporation (or, in any case not involving the person's official capacity with the Corporation, in what he or she reasonably believed to be not opposed to the best interests of the Corporation) and, in addition, with respect to any criminal action or proceeding, is determined to have had reasonable cause to believe that the conduct was lawful (or no reasonable cause to believe that the conduct was unlawful). The termination of any claim, action, suit, or proceeding, by judgment, settlement (whether with or without court approval), or conviction or upon a plea of guilty or of *nolo contendere*, or its equivalent, shall not create a presumption that a person did not meet the standards of conduct set forth in this Rule 11.

11.2. Definitions.

(a) As used in this Rule 11, the terms "claim, action, suit, or proceeding" shall include any threatened, pending, or completed claim, action, suit, or proceeding and all appeals thereof (whether brought by or in the right of this Corporation, any other corporation or otherwise), civil, criminal, administrative or investigative, whether formal or informal, in which a person (or her or his heirs or personal representatives) may become involved, as a party or otherwise:

(i) By reason of her or his being or having been a director, officer, or member of any board or committee or subcommittee of the Corporation or of any corporation where he or she served as such at the request of the Corporation, or

(ii) By reason of her or his acting or having acted in any capacity in a corporation, partnership, joint venture, association, trust or other organization or entity where he or she served as such at the request of the Corporation, or

(iii) By reason of any action taken or not taken by her or him in any such capacity, whether or not he or she continues in such capacity at the time such liability or expense shall have been occurred.

(b) As used in this Rule 11, the terms "liability" and "expense" shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgment, fines or penalties against, and amounts paid in settlement by or on behalf of, a person.

(c) As used in this Rule 11, the term "wholly successful" shall mean (i) termination of any action, suit, or proceeding against the person in question without any finding of liability or guilt against her or him, (ii) approval by a court, with knowledge of the indemnity herein provided, of a settlement of any action, suit, or proceeding, or (iii) the expiration of a reasonable period of time after the making of any claim or threat of any action, suit, or proceeding without the institution of the same, without any payment or promise made to induce a settlement.

11.3. Entitlement to Indemnification. Every person claiming indemnification hereunder (other than one who has been wholly successful with respect to any claim, action, suit, or proceeding) shall be entitled to indemnification (a) if special independent legal counsel, which may be regular counsel of the Corporation or other disinterested person or persons, in either case selected by the Executive Committee, whether or not a disinterested quorum exists (such counsel or person or persons being hereinafter called the "referee"), shall deliver to the Corporation a written finding that such person has met the standards of conduct set forth in the preceding Section 1 of this Rule 11 and (b) if the Executive Committee, acting upon such written finding, so determines. The person claiming indemnification shall, if requested, appear before the referee and answer questions which the referee deems relevant and shall be given ample opportunity to present to the referee evidence upon which he or she relies for indemnification. The Corporation shall, at the request of the referee, make available facts, opinions or other evidence in any way relevant to the referee's finding that is within the possession or control of the Corporation.

11.4. Relationship to Other Rights. The right of indemnification provided in this Rule 11 shall be in addition to any rights to which any person may otherwise be entitled.

11.5. Extent of Indemnification. Irrespective of the provisions of this Rule 11, the Executive Committee may, at any time and from time to time, approve indemnification of directors, officers, members of any board or committee or subcommittee or other persons to the fullest extent permitted by applicable law, or, if

not permitted, then to any extent not prohibited by such law, whether on account of past or future transactions.

11.6. Advancement of Expenses. Expenses incurred with respect to any claim, action, suit, or proceeding may be advanced by the Corporation (by action of the Executive Committee, whether or not a disinterested quorum exists) prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount unless he or she is entitled to indemnification.

11.7. Purchase of Insurance. The Executive Committee is authorized and empowered to purchase insurance covering the Corporation's liabilities and obligations under this Rule 11 and insurance protecting the Corporation's directors, officers, and board and committee and subcommittee members.

12. Amendment

12.1. Upon the recommendation of the Executive Committee, these rules may be amended by a majority of the members of the General Board present and voting.

12.1.1. Amendments must be made available as part of the business docket at least thirty (30) days in advance of the meeting at which they will be considered.

12.1.2. Amendments shall go into effect at the close of the meeting at which they were adopted, unless otherwise specified in the motion adopting the amendment.