

BYLAWS OF THE FEDERATION OF CHRISTIAN MINISTRIES

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| | | <i>Committee and allow for smoother planning and execution of events.</i> |
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BYLAWS OF THE FEDERATION OF CHRISTIAN MINISTRIES

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Article I: Membership

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Section 1: Individual Membership

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A. An individual becomes a member by submitting a signed statement of intent to

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subscribe to the purposes of the Federation and submitting annual dues, which the

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Vice President(s) may reduce or eliminate at the Vice President(s)'s discretion. FCM

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denies no one membership for inability to pay dues; anyone who subscribes to the

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purposes of the Federation is encouraged to join. After joining, the Membership

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Coordinator(s) send(s) the new member identification as a member of the

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Federation in good standing entitled to the rights and privileges of membership.

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Submission of an annual report and payment of dues maintains membership.

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B. Entitlements

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1. Individual members are entitled to ask for and expect from each other

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support and encouragement in their ministry. Members are entitled to be

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candidates for elective office, to nominate Vice Presidential candidates for

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their Region, for President(s), for Chairperson(s) and for Representative(s) at

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Large. All Members at the time election ballots are distributed may vote for

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candidates for Vice President(s) of their Region and for President(s) and

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Chairperson(s) and for Representative(s) at Large. Members are also entitled

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to attend Regional meetings and meetings of the Circle of Directors and to

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propose policy initiatives to the Circle of Directors through the

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Chairperson(s), including changes to the Constitution or the By-Laws.

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Members will receive a copy of the Constitution, By-Laws, FCM Newsletter,

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and all other publications of the Federation of Christian Ministries. The

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Circle will inform a member who submits a policy proposal of the Circle's

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decision. The member will receive a written statement containing a

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statement of the rationale for the decision unless the member attended the

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meeting of the Circle when the decision was made.

- 87 2. Individual members may avail themselves of the Programs and Services of
88 FCM. The Programs include the Commissioning Program, and the
89 Endorsement Program, and other programs specified by the Circle of
90 Directors. The Services include the FCM Newsletter, the FCM Website with
91 Ministry Listings, Regional Networking and support, the National Assembly,
92 Prayer Support, the National Directory of Members, the National Registry for
93 baptisms, marriages, and holy unions, the Central Office for membership
94 services, and organizational partnerships.
- 95 C. Members can nominate candidates for Circle positions and vote in the election of
96 said candidates. Members receive general information about the work and
97 ministries of FCM through its publication, FCM Newsletter.
- 98 D. The Circle of Directors may commission members of the Federation as legally
99 constituted ministers under the laws of the United States of America with all due
100 powers as granted by federal, local, and state laws and this Federation. Each
101 commissioned member is responsible to comply with state and local laws.
- 102 E. The Circle administers a Commissioning Program to which all members may
103 apply. Commissioning is the recognition of the inner call of a member of FCM or
104 the call from a community of believers for a member to function in public ministry.
105 A commission is an ordination and an affirmation by FCM that the person meets
106 the criteria of the Federation. The Circle of Directors establishes the criteria for
107 commissioning and describes the criteria and process in its Commissioning Polity
108 Manual. A commissioned member is eligible for Endorsement. The criteria and
109 process of Endorsement are described in the Endorsement Polity Manual.
- 110 F. Once the Circle has approved the commission, a Commissioning Ceremony would
111 be held as a visible expression of the applicant's new commission. In addition, the
112 Membership Coordinator(s) will issue a certificate of ministry. Commissioning
113 grants the authority, called "faculties," to minister in the name of FCM. Faculties are
114 valid initially for the current calendar year and are renewable annually based on
115 receipt of an annual ministry report and receipt of annual renewal fees. FCM
116 denies no one membership or commissioning for inability to pay renewal fees. The

117 final decision to commission and to continue commissioning is the responsibility
118 of the Circle of Directors. Liability insurance is the responsibility of the
119 commissioned member.

120 G. A person ceases to be a member of FCM by: conduct showing that they no longer
121 subscribe to the ideals of FCM. The Circle of Directors, or delegated committee,
122 shall make the determination that a member's behavior violates requirements of
123 membership. In exceptional circumstances, the Chairperson and one other
124 member of the Circle can act independently of the Circle or delegated committee.

125 H. The annual report required for continued granting of faculties is to be fully
126 completed by the member.

127 I. A commissioned FCM member loses faculties to engage in any form of pastoral
128 ministry in the name of the Federation if he or she fails to submit a complete
129 annual report or by failure to submit annual renewal fees. Vice Presidents can
130 waive renewal fees for a just cause. A commissioned member loses faculties to
131 engage in pastoral ministry in the name of FCM by his or her failure to maintain
132 FCM membership.

133 1. If a member fails to submit an annual report or pay sufficient dues by the
134 due date (January 1, or as determined by the Circle), the Vice President,
135 seeking to motivate renewal, is to notify the member of potential loss of
136 membership and/or faculties (the authorization to engage in any form of
137 pastoral ministry in the name of FCM) . The member is fully reinstated as
138 soon as she or he complies with the requirements, subject to reinstatement
139 rules expressed in the Commissioning Polity Manual.

140 2. If anyone's renewal of membership or faculties is denied or they are revoked
141 for cause other than failure to submit renewal requirements, that person
142 and the Circle of Directors must be notified immediately in writing. The
143 member may appeal in writing to the Circle of Directors, whose judgment
144 will be final. During the time of the appeal, the membership/commission is
145 considered suspended. If the regular meeting of the Circle of Directors will

146 not be held in a reasonable time, the Chair can poll the Circle by mail, by
147 e-mail or by telephone to decide upon the appeal.

148 **Section 2: Faith Community Members, including Churches and Service**
149 **Organizations**

150 A. A Faith Community becomes a member by its leadership submitting a signed
151 application including a statement of intent to subscribe to the purposes of the
152 Federation and submitting annual dues. On the application is designated a person
153 called the Liaison, who is responsible to carry out all actions for the Faith
154 Community with FCM. It is desirable but not necessary that the Liaison be a
155 member of FCM. After a Faith Community has joined, the Membership
156 Coordinator(s) send(s) the new Faith Community member identification as a Faith
157 Community member of the Federation in good standing, entitled to the rights and
158 privileges of Faith Community membership. Submission of a Faith Community
159 Annual Report of activities and payment of dues maintains membership.

160 B. Entitlements:

161 1. If an individual member of FCM, the Liaison is entitled to be a candidate for
162 and to hold elective office, to nominate vice-presidential candidates for their
163 region, for President(s), for Chairperson(s) and for Representative(s) at Large.
164 A Liaison may vote for candidates for Vice President(s) of their Region and
165 for President(s), Chairperson(s) and Representative(s) at Large. The Liaison
166 casts votes in elections on the basis of one vote for the Faith Community
167 member and its first 50 members, and one additional vote for every 50
168 members of the Faith Community member beyond the first 50. There is a
169 cap of 3 votes per Faith Community no matter how large the Faith
170 Community. In addition, if an individual member of FCM, the Liaison casts a
171 personal vote. These votes may be cast for one candidate or apportioned to
172 several candidates. The Liaison is also entitled to attend Regional meetings
173 and meetings of the Circle of Directors and to propose policy initiatives to
174 the Circle of Directors through the Chairperson(s), including changes to the

175 Constitution or the Bylaws. The Liaison will receive a copy of the
176 Constitution, By Laws, FCM Newsletter, and all other publications of the
177 Federation of Christian Ministries. The Circle will inform the Liaison of a
178 Faith Community member who submits a policy proposal of the Circle's
179 decision. The Liaison will receive a written statement containing a
180 statement of the rationale for the decision, unless the Liaison attended the
181 meeting of the Circle when the decision was made.

- 182 2. While the Commissioning Program and the Endorsement Program require
183 that participants be individual members of FCM, a Faith Community's
184 individual members may avail themselves of many of the other Programs
185 and Services of FCM. Programs are specified by the Circle. The Services
186 include the FCM Newsletter, the FCM Website, Regional Networking and
187 support, the National Assembly, Prayer Support, the National Directory of
188 Members, the National Registry for baptisms, marriages, and holy unions,
189 the Central Office for membership services, and organizational partnerships.
190 In addition, those individual members of Faith Community Members who
191 are also Individual Members of FCM carry all the entitlements of Individual
192 Members as listed above in Section 1, B, 1.
- 193 3. FCM strongly recommends that Faith Community Members develop and
194 implement a "safe church" policy.

195 C. Loss of Faith Community Membership

- 196 1. A Faith Community ceases to be a member of FCM by failing to submit an
197 annual report or appropriate dues, or by showing that it no longer subscribes
198 to the ideals of the Federation. The Faith Community Committee makes the
199 judgment that a Faith Community Member's behavior violates membership
200 requirements. In exceptional circumstances, the Chairperson of the Faith
201 Communities Committee and one other member of the Circle can act
202 independently of the Circle or Faith Communities committee.
- 203 2. A Faith Community Member will submit an annual report to the
204 Membership Coordinator(s). If a Faith Community Member fails to submit

205 an annual report or pay sufficient dues by the due date (January 1, or as
206 determined by the Circle), the Vice President is to notify the Member of
207 potential loss of membership. The member is fully reinstated as soon as it
208 complies with the requirements.

209 3. If a Faith Community Member's membership is scrutinized for denial or
210 revocation for cause other than failure to submit renewal requirements, the
211 President of FCM will speak with the Liaison and the Faith Community
212 Member leader about the problem. In case that discussion fails to resolve
213 the problem, that Faith Community Member and the Circle of Directors must
214 be notified in writing. The Faith Community Member may present a written
215 explanation to the Faith Communities Committee. If this explanation does
216 not resolve the issue, the FaithCommunity Member and the Circle must be
217 informed in writing of the decision of the Faith Communities Committee.
218 The continuation of the Faith Community member's membership may be
219 appealed to the Circle of Directors, whose judgment will be final. During the
220 time of the appeal, the membership/commission is considered suspended. If
221 a regular meeting of the Circle of Directors will not be held in a reasonable
222 time, the Chairperson can poll the Circle by mail, by e-mail or by telephone
223 to decide upon the appeal.

224 **Article II. Circle of Directors**

225 **Section 1: Description**

226 The Circle of Directors of The Federation of Christian Ministries is FCM's governing
227 body. It manages, controls, and directs the affairs and property of the Corporation,
228 and has the powers specified in the laws of the United States necessary to carry
229 out the purposes of FCM.

230 **Section 2: Composition and Duties of Circle of Directors:**

231 A. Individuals from the general membership make up the Circle of Directors. The
232 Circle of Directors will consist of no fewer than eight (8) and no more than forty

233 (40) individuals, who will establish committees and/or working groups to carry out
234 the objectives of the organization as outlined in the Articles of Incorporation and
235 the By Laws.

236 B. Members vest leadership of this Federation in the Circle of Directors, consisting of
237 a Chairperson, Vice Chairperson, Regional Vice Presidents,
238 Representative(s)-at-large and other directors as appointed by the Circle.

239 C. The Circle of Directors consists of a Chairperson, Vice Chairperson, Secretary,
240 Treasurer and Regional Vice Presidents. Each office has two votes.

241 1. The duties of the Executive Committee, over all, are to:

- 242 a. Decide and act on issues between Circle meetings.
- 243 b. Seek out and execute the will of the members
- 244 c. Coordinate the activities of the Federation through regular
245 communication;
- 246 d. Act as the official voice of the Federation, especially through FCM
247 Newsletter
- 248 e. Encourage national outreach and visibility;
- 249 f. Propose such committees as are necessary for the business of the
250 Federation, which will be accountable to the Circle of Directors.

251 2. The duties of the specific offices are:

- 252 a. The Chairperson shall be responsible for:
 - 253 i. Presiding over all Circle meetings and ensuring they are
254 conducted effectively and in accordance with the
255 organization's bylaws.
 - 256 ii. Collaborating with the Executive Director and Circle members
257 to set meeting agendas and priorities.
 - 258 iii. Providing leadership to the Circle, ensuring all members are
259 engaged, informed, and aligned with the organization's
260 mission and goals.

- 261 iv. Serving as the primary liaison between the Circle and the
262 Executive Director, facilitating clear communication and
263 accountability.
- 264 v. Representing the organization at official functions, public
265 events, or meetings as required.
- 266 vi. Ensuring the Circle fulfills its legal, ethical, and fiduciary
267 responsibilities.
- 268 vii. Appointing committee chairs and delegating tasks as
269 appropriate, subject to Circle approval.
- 270 viii.
- 271 b. The Vice Chairperson shall be responsible for:
- 272 i. Presiding over Circle meetings in the Chairperson's absence.
- 273 ii. Assisting in setting the agenda and ensuring effective Circle
274 operations.
- 275 iii. Serving as a liaison between Circle committees and the
276 Chairperson.
- 277 iv. Taking on special projects or initiatives as assigned by the
278 Chairperson or Circle.
- 279 v. Acting as a potential successor to the Chairperson.
- 280 c. The Secretary(s) prepare(s) Circle of Directors meeting minutes,
281 distribute(s) them in a timely manner to the Circle, and upon request,
282 make(s) minutes available to other members. The Secretary handle(s)
283 correspondence as needed, and is/are accountable to the Circle of
284 Directors.
- 285 d. The Treasurer(s) oversee(s) the financial affairs of the Federation,
286 including appropriate government reporting procedures required by
287 state or federal laws governing 501(c)(3) corporations; maintain(s)
288 financial records following generally accepted accounting standards;
289 propose(s) an annual budget, monitor(s) the use of trusts or special
290 funds, advise(s) the Circle of surpluses or deficits, report(s) to external

291 sources of funds the use of these funds; deposits and disburses funds
292 in the ordinary conduct of the Federation's business; is/are
293 accountable to the Circle of Directors.

294 i. Annually a qualified member (unrelated to the Treasurer) or
295 an accountant must review the financial records of the
296 organization to verify the application of financial standards to
297 the financial records and the accuracy of the records
298 themselves. This person will report the findings in writing to
299 the Circle of Directors at the Circle meeting following the close
300 of the fiscal year.

301 e. The Vice Presidents act as liaison to the Chairperson and the Circle of
302 Directors for their Regions and serve as facilitators in the Regions;
303 are the communication line between the Circle of Directors and their
304 Regions; undertake special assignments such as overseeing
305 preparations for the National Assembly when held in their respective
306 Regions; are accountable to the members of the Circle of Directors.

307 The duties of the Vice Presidents shall be:

308 i. Develop and implement the objectives and programs of the
309 Federation in their respective Regions

310 ii. Build up FCM in their Regions by on-going communication
311 with the members of their Region.

312 iii. Encourage commissioned members to meet with their
313 ministerial partners.

314 iv. Coordinate the activities of members, chapters, and
315 communities within the boundaries of their Regions.

316 v. Review in Realm the annual reports of Regional members.

317 vi. Process, review, and recommend to the Circle of Directors all
318 new applications for commissioning.

- 319 vii. Contact all unpaid members, communities to motivate
320 renewal or to learn reasons for not continuing with FCM, or to
321 uncover possible hardship situations.
- 322 viii. Make quarterly contacts by phone, mail, email or meetings
323 with members, communities in the Regions.
- 324 ix. Submit written reports to the Circle of Directors prior to its
325 meeting.
- 326 x. When the biannual National Assembly is held in the Vice
327 President’s Region, the Vice President may provide help to the
328 planning committee as needed.
- 329 xi. Send Regional news to FCM Newsletter for each edition.
- 330 xii. Report annually the use of FCM monies allotted to Vice
331 Presidents on the Regional Expense Report.
- 332 xiii. Collaborate with the Executive Director.
- 333 xiv. Are accountable to the Circle of Directors.
- 334 f. [Reserved for future use]
- 335 g. The Circle of Directors may engage the services of an Editor of the
336 FCM Newsletter. The Editor(s) of the FCM Newsletter publish(es),
337 bimonthly, the official publication of the Federation, the FCM
338 Newsletter; is/are accountable to the Circle of Directors; meet(s) with
339 the Circle of Directors as appropriate; and reports to the Executive
340 Committee.
- 341 h. The Circle of Directors may engage the services of additional contract
342 professionals to assist in carrying out necessary functions for the
343 benefit and well-being of FCM. These may include contract
344 professionals for website management, membership database
345 software and renewal activity, and other services deemed necessary.
346 These professionals are accountable to and report to the Executive
347 Director.

- 348 i. The Representative(s) at large is/are responsible to the
349 membership at large of the Federation.
- 350 ii. The duties of the Representatives-at-Large are to:
- 351 a. Offer advice on Federation business in matters of
352 regional and national policy.
- 353 b. [Reserved for future use]
- 354 c. At the discretion of the Circle, Faith Community
355 Members may elect a Representative-at-Large to
356 represent them on the Circle.

357 **Section 3: Election and Appointment of members of the Circle of**
358 **Directors**

359 A. Election of Directors

- 360 1. The Chairperson, Vice Chairperson, and Representative(s)-at-large shall be
361 chosen by the Circle of Directors in accordance with this section. The office
362 of Vice Chairperson may be an existing Regional Vice President currently
363 serving on the Circle, or at the Circle's discretion, be a new appointed
364 member from the general membership.
365 Regional Vice President(s) are elected by the Membership of their respective
366 regions. The term of office for Chairperson, President,
367 Representative(s)-at-large and Regional Vice Presidents shall be three years.
368 None of these Directors may serve for more than two consecutive terms in
369 the same position.
- 370 2. The Circle of Directors shall elect from within the membership of the Circle;
371 one Chairperson to serve as primary leader and representative of the Circle
372 and shall serve in a manner described in these bylaws.
- 373 3. The Circle of Directors shall elect from within the membership of the Circle;
374 one Vice Chairperson who shall serve in a manner described in these
375 bylaws.

376 B. Election of Other Members

- 377 1. The Circle of Directors shall appoint from within the membership of the
378 organization; one Secretary and one Treasurer. Both the office of the
379 Secretary and the office of the Treasurer shall be voting members of the
380 Circle of Directors.
- 381 2. Other Directors and officers shall be appointed by the Circle of Directors as
382 needed.
- 383 C. All elections should occur before the end of the fiscal year so the newly elected
384 might take office at the summer Circle Meeting's conclusion. The process for
385 elections of national officers is the following: A committee, appointed by the Circle
386 and identified to the membership:
- 387 1. Invites nominations electronically from the membership and affirms the
388 willingness of those nominated to run for office. Any FCM member may
389 place himself/herself on this slate or nominate any other member by
390 informing the committee in writing.
- 391 2. Prepares an electronic ballot and sends it out to the general membership
392 with a return by date included.
- 393 3. Tallies the result and informs the Circle.
- 394 4. Submits electronically the result of the election(s) to the membership and
395 prepares an article for the following edition of the FCM Newsletter.
- 396 5. Employs the same process to elect the Regional Vice Presidents except that
397 voting is limited to the membership of the respective Region. Results of the
398 election are then sent electronically to the membership of the region.
- 399 6. Provides for all elections alternative processes to include members without
400 access to email.
- 401 D. If the elected Vice President(s) vacate(s) a Regional Vice Presidency before the
402 completion of the term for any reason, the Chairperson in consultation with the
403 Vice Chairperson will appoint a replacement for the remainder of the term. At the
404 end of the appointed term, the Region will then hold an election for this office. The
405 appointed Vice President may run for the office and may be elected to two
406 additional terms after the completion of the appointed term.

407 **Section 4: Removal from Circle of Directors**

408 The Circle of Directors may remove a Director from office for just cause. Examples of
409 just causes include but are not limited to failure to perform the duties specified in
410 the By Laws; failure to attend any three meetings of the Circle of Directors over a
411 two-year period; misconduct, fraud or dishonesty or other failure to fulfill the
412 responsibilities of a Circle Director. The Chairperson and one other Circle member,
413 will initiate the action of removal by informing the Director in writing of its
414 intention.

415 The Chairperson will also inform the Circle of Directors of the intention.

416 The Director has the right to present explanations of their actions which have brought
417 forth the removal actions.

418 The explanations must be submitted to the Chairperson in writing, and the Director
419 may present explanations in person to the Circle of Directors at its next meeting.

420 Having heard explanations, the Circle will decide upon removal by secret vote. The
421 decision of the Circle will be communicated to the Director by the Chairperson. Any
422 such removal will be without prejudice to contractual rights, if any, of the person so
423 removed.

424 **Article III: Operation of the Circle of Directors**

425 A. [Reserved for future use]

426 B. The Chairperson or Vice Chairperson shall have the right and duty to convene a
427 special meeting in case of urgent business.

428 C. In cases where a Circle member resigns or is unable to perform the duties of office,
429 the Chairperson, in consultation with the Circle of Directors, will appoint a member
430 to complete the term of office.

431 D. In reporting the results of all questionnaires, votes, and surveys, both majority and
432 minority views should be presented.

433 E. Except as otherwise herein provided by these By-Laws or by action of law, a
434 consensus of the Directors forming a quorum at a Circle of Directors meeting will

435 decide all matters or, failing a consensus, a majority vote. If a simple majority of the
436 full Circle of Directors is present at a meeting, this group forms a quorum.

- 437 1. In deciding motions to amend the Policy of the Permanent Endowment
438 Fund of the Federation of Christian Ministries (the "Fund") and motions to
439 make disbursements of principal from the Fund, a two-thirds majority of
440 voting members at a meeting of the Circle is necessary.

441 F. Compensation of Officers

- 442 1. No members of the Circle of Directors will receive compensation for their
443 service to the Circle.
- 444 2. Directors may be reimbursed for travel, lodging and other incidental
445 expenses related to their service on the Circle.

446 G. Dues

- 447 1. The fiscal year of the Federation will begin July 1st each year and end on
448 June 30th of the following year, consisting of a 12-month year.
- 449 2. Dues are payable for the calendar year, January 1st through December 31st
450 and are due by January 1st of that year.
- 451 3. The Circle of Directors will establish the annual dues.

452 H. Appropriations

- 453 1. The Treasurer shall pay all ordinary expenditure of FCM, under the
454 supervision of the Executive Director. The Chairperson and one other
455 member of the Circle have the responsibility of determining in a given
456 situation whether the expenditure is ordinary or extraordinary.
- 457 2. An ordinary expenditure is one made while conducting the regular and
458 established business of the Federation such as postage, publication of FCM
459 Newsletter, travel for FCM, telephone calls, office supplies, and office rental.
460 The Chairperson (or Vice Chairperson in their absence) and the Treasurer,
461 must approve any disbursement exceeding two-thousand dollars \$2,000.00.
- 462 3. An extraordinary appropriation from the funds of the Federation to an
463 individual, group, legal body, or cause will be granted only after the
464 following procedure:

- 465 a. Any member of FCM may propose such an appropriation, by
466 submitting the proposal to the Circle of Directors.
- 467 b. The Circle of Directors, by a simple majority of those voting will
468 approve or disapprove the proposal.
- 469 c. The Circle shall grant the Chairperson and Vice Chairperson
470 discretionary powers to make extraordinary expenditures within a
471 defined dollar amount that shall be determined at the same time of
472 the approval of the annual budget.
- 473 d. [Reserved for future use]
- 474 e. The Treasurer, Chairperson, and the Executive Director are
475 authorized to sign checks for FCM. The Circle shall authorize the
476 Chair of the Events and National Assembly Committee to sign checks
477 for events prior to the event and for three months thereafter, as
478 required.
- 479 f. [Reserved for future use]
- 480 g. No part of the funds of this Federation will be disbursed for the
481 private benefit of an individual except as part of the charitable work
482 of the Federation. In the event of the dissolution of this Federation, all
483 remaining funds, net of debts owing, will go to a charitable or
484 religious organization to be designated by the Circle of Directors
485 according to Section VIII of the Constitution.
- 486 h. An annual financial report will be presented to the membership by
487 the Treasurer(s) in the issue of the FCM Newsletter that follows the
488 close of the fiscal year. The Treasurer will also present a financial
489 report to the membership at the National Assembly.

490 I. Ethics Committee

- 491 1. The Circle of Directors will appoint and maintain a standing committee
492 called The Ethics Committee.
- 493 a. The membership of the Ethics Committee is no less than three
494 members and no more than seven members of FCM.

- 495 b. At least two members of the Ethics Committee must have formal
496 training in the field of ethics.
- 497 c. Members of the Committee serve for three years. The member may
498 be reappointed.
- 499 d. The members of the committee choose a member to be the
500 Chairperson of the committee.
- 501 e. The Chairperson of the committee receives communications from
502 the Circle, and leads the ensuing effort of the committee.
- 503 f. The Chairperson maintains the committee's files and provides a copy
504 of its work to the Central Office when a project is completed.

505 2. Duties of the Ethics Committee

- 506 a. The Ethics Committee is an ad hoc advisory body that responds to
507 inquiries from members of the Circle with written counsel and verbal
508 advice.
- 509 b. The Ethics Committee will research an inquiry by means of reviews
510 of written materials and discussions with those relevant to the
511 inquiry including the subject of the inquiry well as the Chairperson.
512 When such reviews are complete, the committee will present a report
513 inwriting or verbally as appropriate to the Chairperson.
- 514 c. An FCM member may pose a question to the Ethics Committee
515 through the Regional Vice President, who informs the Chairperson of
516 the Circle of the inquiry. The Chairperson refers the question to the
517 Ethics Committee. Regional Vice Presidents may also refer a question
518 directly to the Chairperson of the Ethics Committee at their (the
519 RVPs) discretion. The Ethics Committee provides its
520 recommendation to the Chairperson, and if applicable, to the
521 Regional Vice President. The Chairperson completes the decision
522 process and communicates its answer to the Regional Vice
523 President. The Regional Vice President shall then communicate the
524 answer to the member.

525 Article IV: Governance

526 Section 1: Executive Director

527 A. Position & Appointment

528 a. The Executive Director (ED) shall be the chief executive officer of the
529 organization, appointed by and serving at the discretion of the Circle of
530 Directors.

531 B. Duties & Responsibilities

532 a. Provide overall leadership and direction for the organization in line with its
533 mission and policies.

534 b. Implement Circle decisions and policies, services and activities, ensuring
535 they align with strategic goals.

536 c. Manage financial operations in collaboration with the Treasurer, including
537 budget preparation and fiscal reporting, subject to Circle approval.

538 d. Hire, supervise, and evaluate staff, fostering a positive and productive work
539 environment. Serve as the primary spokesperson for the organization,
540 enhancing its public image and relationships.

541 C. Authority

542 a. The Executive Director shall have the authority to execute contracts and
543 agreements on behalf of the organization, within limits set by the Circle.

544 b. The Executive Director shall attend all meetings of the Circle of Directors as
545 an ex-officio non-voting participant, providing regular reports on
546 organizational activities and progress.

547 D. Evaluation & Termination

548 a. The Chairperson of the Circle shall conduct semi-annual performance
549 reviews of the Executive Director. Evaluations shall be based upon
550 previously established measurable goals and objectives for the position.

551 b. The Executive Director may be removed from their position by a majority
552 vote of the Circle of Directors whenever, in the judgement of the Circle, such

553 action is in the best interests of the organization. Removal of the Executive
554 Director shall be conducted in accordance with the follow process:

- 555 i. Cause or No Cause: The Executive Director may be removed with or
556 without cause, subject to the terms of any applicable employment
557 agreement.
- 558 ii. Notice: Written notice of the proposed removal, including applicable
559 reasons for the proposed action, shall be provided to the Executive
560 Director at least thirty (30) days prior to the Circle meeting at which
561 the removal will be considered.
- 562 iii. Hearing: The Executive Director shall have the opportunity to present
563 their case to the Circle of Directors before a final vote is taken.
- 564 iv. Vote: A formal vote to remove the Executive Director shall require the
565 affirmative vote of at least a majority of the directors in office.
- 566 c. The removal of the Executive Director shall not prejudice any contractual
567 rights that the Executive Director may have under an employment
568 agreement. Such rights, if any, shall be addressed separately in accordance
569 with the terms of the agreement.

570 **Article V. Events & National Assembly**

- 571 A. National Assembly of the membership will be held at least once every two years at
572 a place and time determined by the committee planning the National Assembly
573 and approved by the Chairperson in consultation with the Circle of Directors.
- 574 B. Written notice of the date, time, and place of the National Assembly will be sent to
575 all members at least five months in advance through the FCM publication, FCM
576 Newsletter.
- 577 C. The Chairperson in consultation with the Circle, will appoint a Chairperson of the
578 Committee who shall then appoint committee members to organize and prepare
579 the National Assembly. The Chairperson of the Assembly Committee will work

580 with the committee and the Circle to employ best practices to ensure the success of
581 the Assembly.

582 D. The Circle of Directors shall convene before the National Assembly.

583 **Article VI: Amendments**

584 **Section 1: Required Notice**

585 A. A proposal to amend the bylaws may be filed by any member of the Circle of
586 Directors with the Secretary.

587 B. The proposal to amend the bylaws must be submitted at least fourteen (14) days
588 before a scheduled meeting of the Circle of Directors in order for it to be considered
589 for a motion at the meeting.

590 C. Proposals submitted within fourteen (14) days of a scheduled meeting may be
591 presented at the meeting of the Circle of Directors but a motion to adopt cannot be
592 made until fourteen (14) days after the scheduled Circle meeting in which it was
593 presented.

594 D. The Circle of Directors may vote on a motion, made by a member of the Circle, after
595 fourteen days has elapsed via email. The Chairperson shall collect and tally votes
596 submitted, and the Secretary shall record the result of the motion and implement
597 the proposed amendment if approved.

598 **Article VII: Regional Structure**

599 This article defines the regional structure of the organization, outlining the geographic
600 composition of each region. For the purposes of representation and governance, the
601 membership shall be divided into the following regions:

602 **Section 1: South Central Region**

603 The South Central Region shall encompass the following states:

- 604 • Colorado
- 605 • Kansas

- 606 • New Mexico
- 607 • Oklahoma
- 608 • Arkansas
- 609 • Texas
- 610 • Louisiana

611 **Section 2: Lakes & Plains Region**

612 The Lakes & Plains Region shall encompass the following states:

- 613 • North Dakota
- 614 • South Dakota
- 615 • Nebraska
- 616 • Minnesota
- 617 • Iowa
- 618 • Missouri
- 619 • Wisconsin
- 620 • Illinois

621 **Section 3: Northwest Region**

622 The Northwest Region shall encompass the following states:

- 623 • Alaska
- 624 • Washington
- 625 • Oregon
- 626 • Idaho
- 627 • Montana
- 628 • Wyoming

629 **Section 4: Southwest Region**

630 The Southwest Region shall encompass the following states:

- 631 • California
- 632 • Nevada
- 633 • Utah

- 634 • Arizona
- 635 • Hawaii

636 **Section 5: Southeast Region**

637 The Southeast Region shall encompass the following states:

- 638 • Tennessee
- 639 • Mississippi
- 640 • Alabama
- 641 • Georgia
- 642 • Florida

643 **Section 6: Heartland Region**

644 The Heartland Region shall encompass the following states:

- 645 • Michigan
- 646 • Indiana
- 647 • Kentucky
- 648 • Ohio

649 **Section 7: Mid-Atlantic Region**

650 The Mid-Atlantic Region shall encompass the following states and district:

- 651 • West Virginia
- 652 • Virginia
- 653 • Delaware
- 654 • Maryland
- 655 • Washington D.C.
- 656 • North Carolina
- 657 • South Carolina

658 **Section 8: Northeast Region**

659 The Northeast Region shall encompass the following states:

- 660 • Pennsylvania

- 661 • New Jersey
- 662 • Rhode Island
- 663 • New York
- 664 • Connecticut
- 665 • Massachusetts
- 666 • New Hampshire
- 667 • Vermont
- 668 • Maine

669 **Section 9: Regional Representation**

670 Each region, as defined in this article, shall be entitled to representation as outlined in
671 other relevant articles of these bylaws (e.g., regarding the election of Regional Vice
672 Presidents).

673 **Section 10: Boundary Adjustments**

674 Any proposed adjustments to regional boundaries shall require a majority vote of the
675 Circle of Directors.

676

677

End of Bylaws