

**BY-LAWS
of
Converge MidAmerica**

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**BY-LAWS
of
Converge MidAmerica**

Effective as of October 24, 2019

ARTICLE ONE – NAME, ORGANIZATION, IDENTITY, AND AFFILIATION

1.1 Name.

1.1.1 Legal Name. The legal name of this organization shall be Converge MidAmerica (“CMA”), as of October 24, 2019 after an unanimous vote of the membership at Connect 2019 biennial meeting changing from MidAmerica Baptist Conference.

1.1.2 Assumed Name. The CMA shall be entitled to operate under an assumed name.

Organization.

1.2.1 Date of Organization. Illinois-Iowa-Minnesota Baptist Conference was organized in 1856, and reorganized on October 21, 1969, as the Midwest Baptist Conference.

1.2.2 Basis of Organization. CMA currently is organized under the Illinois General Not-for-Profit Act of 1943.

1.2 Identity. CMA is a voluntary fellowship or association of Baptist churches. CMA is a fellowship of churches whose theology is biblically evangelical; whose character is multiethnic; whose spirit is positive and affirmative; whose purpose is to fulfill the Great Commission through evangelism, discipleship, and church planting; and whose people celebrate openness and freedom in the context of Christ’s Lordship.

1.3 Affiliation. CMA is affiliated with Converge.

ARTICLE TWO– STATEMENT OF PURPOSE AND MISSION, VISION, AND VALUES

2.1 Purpose. The purpose of CMA is to be a religious entity in accord with the Illinois General Not-For-Profit Act of 1986 (the “Act”) and § 501(c)(3) of the United States Internal Revenue Code of 1986 (the “Code”), or the corresponding provisions of any future Illinois not-for-profit corporation law or United States internal revenue law.

2.2 Mission, Vision, and Values.

2.2.1 Mission. The mission of CMA is to glorify God through a catalytic movement of reproducing churches.

2.2.2 Vision. The vision of CMA is to glorify God through Spirit led movements of churches that transform lives and impact communities by reproducing the life of Christ in disciples, leaders and congregations.

2.2.3 Values. The values of CMA are the following:

2.2.3.1 LOCAL CHURCHES are God's primary vehicle for spiritual vitality and redemptive activity in the world. (Matthew 6:18.)

2.2.3.2 UNCHURCHED PEOPLE matter to God and are valuable to us. (Luke 15:11-32.)

2.2.3.3 PARTNERSHIP AND MUTUAL ACCOUNTABILITY are God's design for churches and church leaders. We are independent, yet interdependent. (Acts 15:1-35.)

2.2.3.4 NEW CHURCHES are a primary part of God's plan for reaching unchurched people and communities with the Gospel of Jesus Christ. (Acts 13:1-3.)

2.2.3.5 ETHNIC AND RACIAL DIVERSITY are part of God's creative genius and reflect God's redemptive desires; therefore, we highly value the nations of the world, especially as represented in the region we serve, and we seek to build a unified, loving portion of His Kingdom in our work here and abroad. (Psalm 127:1, Revelations 5:9.)

2.2.3.6 CARE FOR NEEDY INDIVIDUALS AND COMMUNITIES is part of our calling, including providing holistic help for economically challenged persons and holistic care for senior adults. (Proverbs 11:25)

2.2.3.7 GOD'S SHEPHERDS and their families are valued highly by God and thus by CMA. We are committed to supporting, enriching, providing, and caring for the under shepherds of His flock. (Hebrews 13:17.)

2.2.3.8 EXCELLENCE honors God and reflects His character. We are committed to serving Him with excellence. (Genesis 1:1-31, 2 Chronicles 3 and 4.)

2.2.3.9 GENEROSITY depicts the heart of God "who spared not His only Son but gave Him." We will practice and encourage generous giving with our resources and among our churches and church plants. (Romans 8:32; 2 Corinthians 8:9)

ARTICLE THREE– AFFIRMATION OF FAITH¹

3.1 **The Word of God.** We believe that the Bible is the Word of God, fully inspired and without error in the original manuscripts, written under the inspiration of the Holy Spirit, and that it has supreme authority in all matters of faith and conduct.

3.2 **The Trinity.** We believe that there is one living and true God, eternally existing in three persons, that these are equal in every divine perfection, and that they execute distinct but harmonious offices in the work of creation, providence and redemption.

3.3 **God the Father.** We believe in God, the Father, an infinite, personal spirit, perfect in holiness, wisdom, power and love. We believe that He concerns Himself mercifully in the affairs of each person, that He hears and answers prayer, and that He saves from sin and death all who come to Him through Jesus Christ.

¹ The Affirmation of Faith is the Affirmation of Faith of the Baptist General Conference, which was adopted in 1951, reaffirmed in 1990, and amended in 1997, amended 2015.

3.4 **Jesus Christ.** We believe in Jesus Christ, God's only begotten Son, conceived by the Holy Spirit. We believe in His virgin birth, sinless life, miracles and teachings. We believe in His substitutionary atoning death, bodily resurrection, ascension into heaven, perpetual intercession for His people, and personal visible return to earth.

3.5 **The Holy Spirit.** We believe in the Holy Spirit who came forth from the Father and Son to convict the world of sin, righteousness, and judgment, and to regenerate, sanctify, and empower all who believe in Jesus Christ. We believe that the Holy Spirit indwells every believer in Christ, and that He is an abiding helper, teacher and guide.

3.6 **Regeneration.** We believe that all people are sinners by nature and by choice and are, therefore, under condemnation. We believe that those who repent of their sins and trust in Jesus Christ as Savior are regenerated by the Holy Spirit.

3.7 **The Ordinances.** We believe that the Lord Jesus Christ has committed two ordinances to the local Church: baptism and the Lord's Supper. We believe that Christian baptism is the immersion of a believer in water into the name of the triune God. We believe that the Lord's Supper was instituted by Christ for commemoration of His death. We believe that these two ordinances should be observed and administered until the return of the Lord Jesus Christ.

3.8 **The Church.** We believe in the universal Church; a living spiritual body of which Christ is the head and all regenerated persons are members. We believe in the local Church, consisting of a company of believers in Jesus Christ, baptized on a credible profession of faith, and associated for worship, work, and fellowship. We believe that God has laid upon the members of the local Church the primary task of giving the gospel of Jesus Christ to a lost world.

3.9 **Christian Conduct.** We believe that Christians should live for the glory of God and the well-being of others; that their conduct should be blameless before the world; that they should be faithful stewards of their possessions; and that they should seek to realize for themselves and others the full stature of maturity in Christ.

3.10 **Christian Marriage.** We believe that Christian marriage is a sacred institution ordained by God for the well-being of mankind and the propagation of the human race. It is the spiritual and physical union of one man and one woman according to Scripture.

3.11 **Religious Liberty.** We believe that every human being has direct relations with God, and is responsible to God alone in all matters of faith; that each Church is independent and must be free from interference by any ecclesiastical or political authority; that, therefore, church and state must be kept separate as having different functions, each fulfilling its duties free from dictation or patronage of the other.

3.12 **Church Cooperation.** We believe that local Churches can best promote the cause of Jesus Christ by cooperating with one another in an association of churches. Such an organization, whether it is Converge or one of its regional districts, exists and functions by the will of the Churches. Cooperation in the association is voluntary and may be terminated at any time. Churches may likewise cooperate with interdenominational fellowships on a voluntary independent basis.

3.13 **The Last Things.** We believe in the personal and visible return of the Lord Jesus Christ to earth and the establishment of His Kingdom. We believe in the resurrection of the body, the final judgment, the eternal felicity of the righteous, and the endless suffering of the wicked.

ARTICLE FOUR – LIMITATIONS ON CORPORATE AUTHORITY

4.1 **Distributions to Exempt Organizations.** CMA, being organized exclusively for religious purposes, may make distributions to organizations that qualify as exempt organizations under §501(c)(3) of the Code.

4.2 **No Distributions to Private Persons.** No part of the net earnings of CMA shall inure to the benefit of, or be distributable to, its Members, Directors, Officers, Staff, or any other private person, except that the CMA shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Two.

4.3 **Prohibited Activities.** Notwithstanding any other provisions of these By-Laws, CMA shall not carry on any activities not permitted to be carried on by: (a) a corporate entity exempt from federal income tax under § 501(c)(3) of the Code; or (b) a corporate entity, contributions to which are deductible under § 170(c)(2) of the Code.

ARTICLE FIVE – MEMBERS

5.1 **Existence of Members.** CMA at all times shall have Members, and the duties and powers of the Members shall be as set forth in this Article 5. Each Member shall be a “member” of CMA, as such term is defined in the Act. Members shall be subject to these By-Laws.

5.2 **Types of Members.**

5.2.1 Member Churches. CMA at all times shall have Member Churches.

5.2.2 Member Church Plants. CMA at any time may have Member Church Plants.

5.3 **Duties of Members.** Members shall participate through prayer, financial involvement, and personal involvement in the mission and ministries of CMA and the Converge.

5.4 **Powers of Members.** The following powers shall belong exclusively to the Members. For purposes of this Article 5, “Majority Vote” means an affirmative vote of more than fifty (50) percent of the delegates present at a meeting where a vote is taken, and “Super-Majority Vote” means an affirmative vote of seventy-five (75) percent or more of the delegates present at the meeting. No proxy or absentee voting is permitted.

5.4.1 Amendment of the By-Laws. The Members shall have the exclusive power to affirm an amendment of these By-Laws. Any action taken pursuant to this paragraph shall require a Super-Majority Vote.

5.4.2 Admission and Deletion of Member Churches. The Members shall have the exclusive power to affirm the admission or deletion of Member Churches. Any action taken pursuant to this paragraph shall require a Majority Vote.

5.4.3 Appointment and Removal of Members of the Board of Overseers. The Members shall have the exclusive power to affirm the appointment and removal of members of the Board of Overseers; *provided, however,* that in the event a member of the Board of Overseers resigns

or is removed as member of the Board of Overseers prior to the end of the person's term, then the Board of Overseers may appoint a person to fill the vacancy until the date of the next Biennial Meeting without having obtained the affirmation of the Members. Any action taken pursuant to this paragraph shall be conducted by closed ballot and shall require a Super-Majority Vote.

5.4.4 Relationship with Executive Minister. The Members shall have the exclusive power to affirm the hiring of an Executive Minister and to affirm the dissolving of the relationship with the Executive Minister, unless such dissolution results from a resignation submitted by the Executive Minister. Any action taken pursuant to this paragraph shall be conducted by closed ballot and shall require a Super-Majority Vote.

5.4.5 Mergers and Affiliations. The Members shall have the exclusive power to authorize a merger with any other organization. The Members also shall have the exclusive power to authorize the affiliation or disaffiliation of CMA with any other organization. Any action taken pursuant to this paragraph shall require a Super-Majority Vote.

5.4.6 Dissolution. The Members shall have the exclusive power to dissolve CMA. Any action taken pursuant to this paragraph shall require a Super-Majority Vote.

5.4.7 Non-Agreement of Board of Overseers. The Members shall have the exclusive power to decide any matter that the members of the Board of Overseers, by affirmative vote, are not able to decide. Any action taken pursuant to this paragraph shall require a Majority Vote.

5.4.8 Referral by Board of Overseers. The Members shall have the exclusive power to decide any matter that the members of the Board of Overseers, by affirmative vote, refer to the Members for decision. Any action taken pursuant to this paragraph shall require either a Majority Vote or a Super-Majority Vote, as the members of the Board of Overseers, by affirmative vote, may set forth in the referral.

5.5 **Eligibility Criteria.**

5.5.1 Eligibility Criteria for Member Churches. To be eligible to be a Member Church, a church shall meet the following criteria:

5.5.1.1 Affirmation of Faith. The church shall subscribe without reservation to the Affirmation of Faith found in Article 3 of these By-Laws.

5.5.1.2 Baptism. The church shall practice only believer's baptism by immersion.

5.5.1.3 Doctrinal Agreement. The church shall affirm CMA's mission and vision statements found in Article 2 of these By-Laws and also shall affirm the mission and vision statements of the Converge as found in the Converges' by-laws.

5.5.1.4 Congregational Involvement. The church shall have some expression of congregational voice in the matters of church life. Such as, but not necessarily limited to the following: affirmation of elders or deacons, voting privileges, soliciting feedback from congregation, congregational meetings etc.

5.5.2 Eligibility Criteria for Member Church Plants. To be eligible to be a Member Church Plant, a church plant shall meet the following criteria:

5.5.2.1 Affirmation of Faith. The church plant shall be led by a church planter and directors who subscribe without reservation to the Affirmation of Faith found in Article 3 of these By-Laws.

5.5.2.2 Baptism. The church plant shall be led by a church planter and directors who practice only believer's baptism by immersion.

5.5.2.3 Doctrinal Agreement. The church plant shall be led by a church planter and directors who affirm CMA's mission and vision statements found in Article 2 of these By-Laws and who also affirm the mission and vision statements of the Converge as found in the Converges' by-laws.

5.5.2.4 Government. The church plant shall be led by a church planter who has been appointed by the District Executive Minister, and who shall have entered into a contractual relationship with CMA in such form as from time-to-time may be prescribed by the Board of Overseers.

5.6 **Admission and Deletion of Members.**

5.6.1 Admission and Deletion of Member Churches.

5.6.1.1 Admission. If a church meets the eligibility requirements for being a Member Church as set forth in this Article 5 and submits a written application to CMA on a form prescribed by the Board of Overseers asking to be admitted as a Member Church, then the church shall be admitted as a Member Church if: (a) the Board of Overseers, by affirmative vote following procedures that it may adopt, determines that the church meets the eligibility requirements to become a Member Church as set forth in this Article 5 and determines, in its discretion, to admit the church as a Member Church at that time with full rights and privileges and then at the biennial meeting the new churches will be reported to the membership and celebrated as member churches.

5.6.1.2 Deletion.

5.6.1.2.1 Voluntary Deletion. If a Member Church submits to CMA a written request that it be deleted as a Member Church, then the church shall cease to be a Member Church. Such deletion shall be effective at the time CMA receives the written request. Such deletion shall not relieve the church of any contractual obligations, financial or otherwise, that the church may have with CMA.

5.6.1.2.2 Involuntary Deletion. If CMA involuntarily deletes a church as a Member Church, then the church shall cease to be a Member Church. CMA may delete a church as a Member Church if: (a) the Board of Overseers, by affirmative vote following procedures that it may adopt, determines that the church has ceased to meet the eligibility requirements for being a Member Church as set forth in this Article 5 and/or has ceased to fulfill the duties of a Member Church as set forth in this Article 5 and determines, in its discretion, to delete the church as a Member Church; and (b) the Members,

by affirmative vote, affirm the deletion of the church as a Member Church. Such deletion shall be effective upon the affirmation of the deletion by the Members. Such deletion shall not relieve the church of any contractual obligations, financial or otherwise, that the church may have with CMA. Any failure by CMA to delete a Member Church under this Article 5.6.1.2.2 on any one or more occasions shall not be deemed a waiver by CMA of its right to delete a Member Church under this Article 5.6.1.2.2 on any one or more subsequent occasions.

5.6.2 Admission and Deletion of Member Church Plants.

5.6.2.1 Admission. If a church plant meets the eligibility requirements for being a Member Church Plant as set forth in this Article 5, then the church plant shall be admitted as a Member Church Plant if the Board of Overseers, by affirmative vote following procedures that it may adopt, determines that the church plant meets the eligibility requirements to become a Member Church Plant as set forth in this Article 5 and determines, in its discretion, to admit the church plant as a Member Church Plant.

5.6.2.2 Deletion.

5.6.2.2.1 Voluntary Deletion. If a Member Church Plant submits to CMA a written request that it be deleted as Member Church Plant, then the church plant shall cease to be a Member Church Plant. Such deletion shall be effective at the time CMA receives the written request. Such deletion shall not relieve the church plant of any contractual obligations, financial or otherwise, that the church plant may have with CMA.

5.6.2.2.2 Involuntary Deletion. If CMA involuntarily deletes a church plant as a Member Church Plant, then the church plant shall cease to be a Member Church Plant. CMA may delete a church plant as a Member Church Plant if the Board of Overseers, by affirmative vote following procedures that it may adopt, determines that the church plant has ceased to meet the eligibility requirements for being a Member Church Plant as set forth in this Article 5 and/or has ceased to fulfill the duties of a Member Church Plant as set forth in this Article 5 or in the contract between CMA and the Member Church Plant and determines, in its discretion, to delete the church plant as a Member Church Plant. Such deletion shall be effective upon the affirmative vote of the Board of Overseers. Such deletion shall not relieve the church plant of any contractual obligations, financial or otherwise, that the church plant may have with CMA. Any failure by CMA to delete a Member Church under this Article 5.6.2.2.2 on any one or more occasions shall not be deemed a waiver by CMA of its right to delete a Member Church under this Article 5.6.2.2.2 on any one or more subsequent occasions.

5.7 Meetings of Members.

5.7.1 Types of Meetings.

5.7.1.1 Biennial Meeting. The Board of Overseers shall cause a Biennial Meeting of the Members to be held every other fiscal year, commencing in 2009. The Board of

Overseers shall cause such Biennial Meeting to be held during the ninety (90) calendar-day period immediately following the end of the fiscal year. The Board of Overseers, by affirmative vote and subject to the requirements of this Article 5, shall determine the place, the date, and the time for such meeting. The Board of Overseers shall establish the agenda for the meeting. Such agenda shall include the following matters: (a) the affirmation of members of the Board of Overseers whose terms shall commence upon the end of the meeting, if any; (b) the affirmation of members of the Board of Overseers who are fulfilling unexpired terms of individuals who have resigned or been removed as members of the Board of Overseers, if any; and (c) any matter that the Board of Overseers, by affirmative vote, determines to include in the agenda. Members may recommend to the Board of Overseers that certain matters be included in the agenda. The Board of Overseers, however, shall have the exclusive power to establish the agenda for the meeting.

5.7.1.2 Special Meetings. The Board of Overseers, by affirmative vote, may cause a Special Meeting of the Members to be held. The Board of Overseers, by affirmative vote and subject to the requirements of this Article 5, shall determine the place, the date, and the time for such meeting. The Board of Overseers, by affirmative vote, shall establish the agenda for the meeting. The Board of Overseers shall have the exclusive power to establish the agenda for the meeting.

5.7.2 Location of Meetings. All meetings of the Members shall take place in the United States of America and in a state in which at least one Member maintains its principal place of operations. The Board of Overseers, by affirmative vote, may allow Members to vote, to participate in, and to act at any meeting through the use of a conference telephone or interactive technology, including, but not limited to, electronic transmission, internet usage, or remote communication, by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

5.7.3 Notice of Meetings.

5.7.3.1 Biennial Meeting. The Board of Overseers shall give written notice to the Members of the place, the date, the time, and the purpose of a Biennial Meeting of the Members no fewer than ninety (90) calendar days before the date of the meeting.

5.7.3.2 Special Meeting. The Board of Overseers shall give written notice to the Members of the place, the date, the time, and the purpose of a Special Meeting of the Members no fewer than twenty-one (21) calendar days before the date of the meeting.

5.7.4 Attendance at Meetings. Members shall be represented at meetings of the Members by delegates selected by each Member. Each Member Church shall be entitled to three (3) delegates for the first fifty (50) members or less, and one (1) additional delegate for each additional fifty (50) members or major fraction thereof; provided, however, that no Member Church shall be entitled to have more than ten (10) delegates in total. Each Member Church Plant shall be entitled to one (1) delegate. In the event of a dispute with respect to the number of delegates that a Member is entitled to have represent it at a meeting, the Board of Overseers, by affirmative vote following such procedures as it may adopt, shall have the exclusive power to determine the number of delegates that the Member is entitled to have represent it at the meeting.

5.7.5 Quorum at Meetings. A Meeting of the Members may be conducted only if thirty (30) percent or more of the Members are represented at the meeting.

5.7.6 Moderator of Meetings. The Chair of the Board of Overseers shall moderate a Meeting of the Members. If the Chair of the Board of Overseers is not present at the meeting, then the meeting shall be moderated by the Vice-Chair of the Board of Overseers. If the Chair and the Vice-Chair of the Board of Overseers both are not present at the meeting, then the meeting shall be moderated by a member of the Board of Overseers that the members of the Board of Overseers, by affirmative vote prior to or at the time of the meeting, select to moderate the meeting.

5.7.7 Recording Secretary of Meetings. The Secretary of the Board of Overseers shall be the recording secretary for a Meeting of the Members. If the Secretary is not present at the meeting, then the recording secretary for the meeting shall be a person that the members of the Board of Overseers, by affirmative vote prior to or at the time of the meeting, select to be the recording secretary.

5.7.8 Rules of Order at Meetings. The affairs at a Meeting of the Members shall be governed by the current version of *Robert's Rules of Order, Revised* in existence at the time of the meeting. A parliamentarian shall advise the moderator of the meeting with respect to the application of *Robert's Rules of Order, Revised*. The parliamentarian for the meeting shall be a person that the members of the Board of Overseers, by affirmative vote prior to or at the time of the meeting, select to serve as the parliamentarian.

5.7.9 Voting at Meetings. Only delegates may vote at a Meeting of the Members. All voting at a meeting shall be either by Majority Vote or by Super-Majority Vote, as provided for in this Article 5. No proxy or absentee voting is permitted.

5.7.10 Consents in Lieu of Meetings. Any action that may be taken at a Meeting of the Members may be taken, without meeting and without a vote, if a consent, in writing and setting forth the action taken, is signed by not less than the minimum number of delegates whose votes would be necessary to authorize or take such action at a meeting at which the total number of delegates entitled to vote on the action were present and voting. Such consent shall become effective only: (a) if, at least five (5) days prior to the effective date of such consent, a notice in writing of the proposed action is delivered to all Members; and (b) if, after the effective date of such consent, prompt notice in writing of the taking of the corporate action without a meeting is delivered to all Members.

ARTICLE SIX– BOARD OF OVERSEERS

6.1 Existence of the Board of Overseers. CMA at all times shall have a Board of Overseers, and the duties and powers of the Board of Overseers shall be as set forth in this Article 6. Each member of the Board of Overseers shall be a “director” of CMA, as such term is defined in the Act.

6.2 Duties of the Board of Overseers. The Board of Overseers shall oversee the ministries and resources of CMA. The Board of Overseers shall be responsible, among other things, for: (a) pursuing the mission, vision, and values of CMA; (b) establishing appropriate policies and securing appropriate executive leadership for CMA; (c) managing and caring for the properties and financial accounts of CMA; (d) overseeing the executive leadership of CMA; (e) managing the legal affairs of CMA; (f) preparing an annual budget for

CMA; (g) preparing biennially audited financial statements for CMA; and (h) making periodic reports to the Members concerning the activities and affairs of CMA, including submitting a biennial report to the Members that summarizes the activities and affairs of CMA during the preceding year and that contains the biennial audited financial statements for CMA. (i) The Board of Overseers shall be responsible for the admission of churches. They shall have the exclusive power to affirm the admission of member churches.

6.3 Powers of the Board of Overseers. All powers necessary to direct and manage the affairs of CMA not granted by these By-Laws to the Members shall belong to the Board of Overseers.

6.4 Eligibility Criteria for Members of the Board of Overseers. To be eligible to be a member of the Board of Overseers, a person: (a) must subscribe without reservation to the Affirmation of Faith found in Article 3 of these By-Laws; (b) shall have undergone believers baptism by immersion; (c) shall affirm CMA's purpose statement and mission, vision, and values statements found in Article 2 of these By-Laws and the mission and vision statements of the Converge as found in the Converges' by-laws; and (d) shall have agreed to participate through prayer, financial involvement, and personal involvement in the mission and ministries of CMA and the Converge.

6.5 Number of Members of the Board of Overseers. The Board of Overseers shall have a number of members as the Board of Overseers, by affirmative vote, from time-to-time may determine; *provided, however:* (a) that the number of members of the Board of Overseers, including the Executive Minister, shall not be fewer than seven (7) persons; (b) that the number of members of the Board of Overseers, including the Executive Minister, shall not exceed twelve (12) persons; and (c) that the number of members of the Board of Overseers who are not members of a Member Church or regular attenders of a Member Church Plant shall not exceed twenty percent (20%) of the total number of the members of the Board of Overseers.

6.6 Appointment of Members of the Board of Overseers.

6.6.1 Executive Minister. The Executive Minister shall be a member of the Board of Overseers during the term of the relationship between CMA and the Executive Minister, without any additional vote or action being necessary or required, and shall be entitled to vote on all matters presented to the Board of Overseers, except on such matters as may relate to the relationship between CMA and the Executive Minister.

6.6.2 Other Persons. If a person other than the Executive Minister meets the eligibility criteria for becoming a member of the Board of Overseers, then the person shall become a Member of the Board of Overseers if: (a) the Board of Overseers, by affirmative vote following procedures that it may adopt, appoints such person to be a member of the Board of Overseers; and (b) the Members, by affirmative vote conducted by closed ballot, affirm the appointment of such person as a member of the Board of Overseers; *provided, however,* that in the event a member of the Board of Overseers resigns or is removed as member of the Board of Overseers prior to the end of the person's term, then the Board of Overseers shall be entitled to fill the vacancy until the date of the next Biennial Meeting of the Members without obtaining the affirmation of the Members. Each person selected to be a member of the Board of Overseers shall be voted upon individually by the Board of Overseers, and, where required, affirmed individually by the Members.

6.7 Meetings of the Board of Overseers.

6.7.1 Holding of Meetings. The Board of Overseers shall conduct meetings as reasonably may be necessary to oversee the ministries and resources of CMA, but in no event shall the Board of Overseers conduct fewer than three (3) meetings during a Fiscal Year. The Chair of the Board of Overseers, the Executive Minister, or any three members of the Board of Overseers acting jointly shall have the power to call a meeting of the Board of Overseers.

6.7.2 Location of Meetings. All meetings of the Board of Overseers shall take place in person in Illinois. The members of the Board of Overseers may waive the location provision for in-person meetings if, prior to or at the time of the meeting, the members of the Board of Overseers, by unanimous affirmative vote of all of the members of the Board of Overseers, regardless of attendance at the meeting, agree to some other location. Members of the Board of Overseers shall be permitted to vote, to participate in, and to act at any meeting through the use of a conference telephone or interactive technology, including, but not limited to, electronic transmission, internet usage, or remote communication, by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

6.7.3 Notice of Meetings. The person(s) calling a meeting of the Board of Overseers shall give written notice of the place, the date, the time, and the purpose of the meeting to all members of the Board of Overseers. The notice shall be given no fewer than seven (7) calendar days before the date of the meeting. The members of the Board of Overseers may waive this notice provision for a meeting if, prior to or at the time of the meeting, the members of the Board of Overseers, by unanimous affirmative vote of all of the members of the Board of Overseers, regardless of attendance at the meeting, determine to waive the notice provision.

6.7.4 Quorum at Meetings. The members of the Board of Overseers may conduct a meeting of the Board of Overseers only if both: (a) more than fifty (50) percent of the members of the Board of Overseers are present at the meeting; and (b) five (5) or more members of the Board of Overseers are present at the meeting.

6.7.5 Moderator of Meetings. The Chair of the Board of Overseers shall moderate a meeting of the Board of Overseers. If the Chair of the Board of Overseers is not present at the meeting, then the meeting shall be moderated by the Vice-Chair of the Board of Overseers. If the Chair and the Vice-Chair of the Board of Overseers both are not present at the meeting, then the meeting shall be moderated by a member of the Board of Overseers that the members of the Board of Overseers, by affirmative vote prior to or at the time of the meeting, select to moderate the meeting.

6.7.6 Recording Secretary of Meetings. The Secretary of the Board of Overseers shall be the recording secretary for a meeting of the Board of Overseers. If the Secretary is not present at the meeting, then the recording secretary for the meeting shall be a person that the members of the Board of Overseers, by affirmative vote prior to or at the time of the meeting, select to be the recording secretary.

6.7.7 Rules of Order at Meetings. The affairs at a meeting of the Board of Overseers shall be governed by the current version of *Robert's Rules of Order, Revised* in existence at the time of the meeting.

6.7.8 Voting at Meetings. All voting at a meeting of the Board of Overseers shall be by Majority Vote. A Majority Vote shall require an affirmative vote of more than fifty (50) percent

of the members of the Board of Overseers present at the meeting. No proxy or absentee voting is permitted.

6.7.9 Consents in Lieu of Meetings. Any action that may be taken at a meeting of the Board of Overseers may be taken, without a meeting, if a consent, in writing and setting forth the action taken, is signed by all members of the Board of Overseers entitled to vote with respect to the subject matter of the consent. The consent shall be evidenced by one or more approvals, each of which sets forth the action taken and bears the signature of one or more members of the Board of Overseers. The action taken shall be effective when all of the members of the Board of Overseers entitled to vote with respect to the subject matter of the consent have signed the consent or on the effective date set forth in the consent if the consent sets forth such a date.

6.8 **Positions on the Board of Overseers.**

6.8.1 Positions. The Board of Overseers shall have a Chair, a Vice-Chair, and a Secretary.

6.8.2 Appointment. At the first meeting of the Board of Overseers after each Biennial Meeting of the Members, the Board of Overseers, by affirmative vote, shall select a Chair, Vice-Chair, and a Secretary. In addition, if at any time the office of Chair, Vice-Chair, or Secretary becomes or is vacant, then, at the next meeting of the Board of Overseers following the existence of such vacancy, the Board of Overseers, by affirmative vote, shall select a Chair, Vice-Chair, or Secretary, as the case may be.

6.8.3 Term. A person shall serve as the Chair, Vice-Chair, or Secretary of the Board of Overseers, as the case may be, for a term that extends from the appointment of such person to such position through and until the end of the next Biennial Meeting of the Members; *provided, however,* that the term shall sooner end if any one of the following occurs: (a) the person resigns or is removed as a member of the Board of Overseers effective as of a date before the next Biennial Meeting of the Members, in which such case the term shall end on the effective date of the resignation or removal; (b) the person resigns from the position of Chair, Vice-Chair, or Secretary, as the case may be, effective as of a date before the next Biennial Meeting of the Members, in which such case the term shall end on the effective date of the resignation; or (c) the Board of Overseers, by affirmative vote following procedures that it may adopt, removes such person from the position of Chair, Vice-Chair, or Secretary, as the case may be, before the next Biennial Meeting of the Members, in which such case the term shall end at the time of such affirmative vote.

6.9 **Terms of Members of the Board of Overseers.**

6.9.1 Executive Minister. An Executive Minister shall become a member of the Board of Overseers upon the commencement of the relationship between CMA and the Executive Minister. An Executive Minister shall cease to be a Member of the Board of Overseers upon the effective date of the dissolution of the relationship between CMA and the Executive Minister.

6.9.2 Other Members of the Board of Overseers. A person other than the Executive Minister shall serve as a member of the Board of Overseers in either of two classes: Class X members or Class Y members. Terms will begin after the meeting of the members to affirm appointment by the Board of Overseers. Both X and Y members will serve four (4) year terms with the possibility of serving a second 4-year term if so

appointed by the Board of Overseers and affirmed by the members. In the event the person resigns or is removed from the office effective prior to the end of the term, the Board of Overseers shall appoint, and the members shall affirm, a person to serve the remainder of the term. Excluding time a person serves to fulfill the remainder of a term previously held by another person, no person may serve as a member of the Board of Overseers for more than eight (8) consecutive years, without one (1) intervening year during which time the person does not serve as a member of the Board of Overseers.

6.10 **Removal of Members of the Board of Overseers.**

6.10.1 Executive Minister. The Executive Minister shall be removed as a member of the Board of Overseers upon the effective date of the dissolution of the relationship between the Board of Overseers and CMA. The Executive Minister may be removed as a member of the Board of Overseers only upon the dissolution of the relationship between the Executive Minister and CMA.

6.10.2 Other Members.

6.10.2.1 Temporary Removal. The Board of Overseers, by affirmative vote following procedures that it may adopt, may remove temporarily a person other than the Executive Minister from the Board of Overseers. The temporary removal of the person from the Board of Overseers shall be effective at the time of the affirmative vote of the Board of Overseers. In such event, the person shall cease to serve as a member of the Board of Overseers until such time as a Meeting of the Members is held and a vote of the Members is taken with respect to whether or not to affirm the removal.

6.10.2.2 Permanent Removal. In the event that the Board of Overseers, by affirmative vote, removes temporarily a person other than the Executive Minister as a member of the Board of Overseers, then the Board of Overseers shall call a Meeting of the Members at the earliest practical date. The purpose of such Meeting shall be for the Members to vote on whether to affirm the removal of the person as a member of the Board of Overseers. In the event the Members, by affirmative vote, affirm the removal of the person as a member of the Board of Overseers, then the person shall be removed as a member of the Board of Overseers. In such case, the removal of the person as a member of the Board of Overseers shall be effective at the time of affirmation of the removal by the Members, and the person thereafter shall not be or serve as a member of the Board of Overseers. In the event the Members, by affirmative vote, fail to affirm the removal of the person as a Member of the Board of Overseers, then the temporary removal of the person as a member of the Board of Overseers shall be overturned, and the person shall continue to serve as a member of the Board of Overseers.

6.11 **No Compensation of Members of the Board of Overseers.** No member of the Board of Overseers, including the Executive Minister, shall be compensated for serving as a member of the Board of Overseers.

ARTICLE SEVEN – OFFICERS

7.1 **Existence of Officers.** CMA at all times shall have Officers, and the duties and powers of the Officers shall be as set forth in this Article 7. Each Officer shall be an “officer” of CMA, as such term is defined in the Act.

7.2 **Duties of Officers.** Officers shall be responsible for serving the needs of CMA, subject to the direction and control of the Board of Overseers.

7.3 **Powers of Officers.** Officer shall have such powers as may be delegated to them by the Board of Overseers.

7.4 **Eligibility Criteria for Officers.** To be eligible to be a member of the Board of Overseers, a person: (a) must subscribe without reservation to the Affirmation of Faith found in Article 3 of these By-Laws; (b) shall have been baptized by immersion; (c) shall affirm CMA’s mission and vision statements found in Article 2 of these By-Laws and the mission and vision statements of the Converge as found in the Converges’ by-laws; and (d) shall have agreed to participate through prayer, financial involvement, and personal involvement in the mission and ministries of CMA and the Converge.

7.5 **Officer Positions.** CMA shall have the Officer positions set forth below, and such other Officer positions as the Board of Overseers, by affirmative vote, from time-to-time may designate. Officers whose specific duties and powers are not prescribed by these By-Laws shall have the duties and powers that the Board of Overseers, by affirmative vote, from time-to-time may prescribe.

7.5.1 Executive Minister. The Executive Minister shall be the chief executive officer of CMA. Subject to the direction and control of the Board of Overseers, the Executive Minister shall: (a) manage and be in charge of the business affairs and ministries of CMA; (b) ensure that the resolutions and directives of the Board of Overseers are carried into effect, except in those instances in which that responsibility is assigned to some other person by the Board of Overseers; and (c) in general, discharge all duties necessary to conduct the business affairs and ministries of CMA and (d) sign any and all documents required to execute board approved transactions.

7.5.2 Treasurer. The Treasurer shall be the principal accounting and financial officer of CMA. The Treasurer shall: (a) have charge of and be responsible for the maintenance of adequate books of account for CMA; (b) have care and custody of all funds and securities of CMA, and be responsible for such funds and securities; and (c) perform all duties necessary to manage the finances of CMA.

7.5.3 Corporate Secretary. The Corporate Secretary shall be the principal person responsible for the maintenance of the records of CMA. The Corporate Secretary shall: (a) maintain the records of CMA; (b) record minutes of the meetings of the Members; and (c) file with governmental entities such reports as from time-to-time may be required by law. The Secretary shall be the registered agent of CMA, as such term is defined in the Act.

7.6 **Appointment of Officers.**

7.6.1 Executive Minister. A person shall become the Executive Minister if: (a) the Board of Overseers, by affirmative vote following procedures that it may adopt, appoints such person to

be the Executive Minister; and (b) the Members, by affirmative vote conducted by closed ballot, affirm the appointment of such person as the Executive Minister.

7.6.2 Other Officers. For an Officer other than the Executive Minister, a person shall become an Officer if the Board of Overseers, by affirmative vote following procedures that it may adopt, appoints such person to be an Officer. Each person selected to be an Officer shall be voted upon individually by the Board of Overseer

7.7 Removal of Officers.

7.7.1 Executive Minister. A person shall be removed as the Executive Minister if: (a) the Board of Overseers, by affirmative vote following procedures that it may adopt, determines to remove the person from the office of Executive Minister; and (b) the Members, by affirmative vote conducted by closed ballot, affirm the removal of the person from the office of Executive Minister.

7.7.2 Other Officers. For an Officer other than the Executive Minister, a person shall be removed as an Officer if the Board of Overseers, by affirmative vote following procedures that it may adopt, determines to remove the person as an Officer. Each person removed as an Officer shall be voted upon individually by the Board of Overseers.

ARTICLE EIGHT– CMA STAFF

8.1 **Directors of Ministry.** CMA may employ one or more Directors of Ministry, as the Executive Minister from time-to-time may determine to be appropriate. A Director of Ministry shall guide one or more particular ministries of CMA. A Director of Ministry shall assume such specific duties as the Executive Minister from time-to-time may assign to such person. The relationship between CMA and a Director of Ministry shall commence upon the effective date of the hiring of the Director of Ministry. The relationship between CMA and a Director of Ministry shall terminate immediately upon either of the following: (a) the effective date of a resignation received by CMA from the Director of Ministry; or (b) the effective date of an action by the Executive Minister to dissolve the relationship.

8.2 **Other Staff.** CMA may employ such staff as the Executive Minister from time-to- time may determine to be appropriate. A member of the staff shall assume such specific duties as the Executive Minister from time-to-time may assign to such person. The relationship between CMA and a member of the staff shall commence upon the effective date of the hiring of such person. The relationship between CMA and a member of the staff shall terminate immediately upon either of the following: (a) the effective date of a resignation received by CMA from such person, without any additional vote or action being necessary or required; or (b) the effective date of an action by the Executive Minister to dissolve the relationship.

ARTICLE NINE—BOOKS AND RECORDS

9.1 **Books and Records.** CMA shall keep correct and complete books and records of accounts. CMA also shall keep minutes of the proceedings of the meetings of its Members and the meetings of its Board of Overseers, and shall keep, at CMA's principal office, a record giving the names and addresses of the Members of CMA. Upon a written request made by a Member to inspect the books and records of CMA for a proper purpose, the Member shall have the right to inspect all of the books and records of CMA at any reasonable time.

9.2 **Annual Audit or Review.** CMA shall cause an annual audit or review of its books and records to be conducted by a certified public accountant promptly after the end of each Fiscal Year in accordance with the standards of the Evangelical Council of Financial Accountability.

ARTICLE TEN – FISCAL YEAR

10.1 **Fiscal Year.** The Fiscal Year of CMA shall be September 1 through August 31.

ARTICLE ELEVEN – INDEMNIFICATION

11.1 **Members, Members of the Board of Overseers, and Officers.** CMA shall indemnify any person who was or is a party, or is threatened to be made a party to or witness in, any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that the person was or is a member of the Board of Overseers or is an Officer against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by that person in connection with such action, suit, or proceeding to the fullest extent and in the manner set forth in and permitted by the Act and any other applicable law, as from time-to-time in effect. Such right of indemnification shall not be deemed exclusive of any other rights to which such person may be entitled apart from the foregoing provision. The foregoing provision of this Article shall be deemed to be a contract between CMA and any person who serves as a member of the Board of Overseers or as an Officer at any time while this Article and the relevant provisions of the Act and other applicable law, if any, are in effect, and any repeal or modification thereof shall not affect any rights or obligations then existing, with respect to any state of facts then or theretofore existing, or any action, suit, or proceeding theretofore, or thereafter, brought or threatened based in whole or in part on any such state of facts.

11.2 **Employees and Agents.** CMA, in its discretion, may indemnify any person who was or is a party, or is threatened to be made a party to or witness in, any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that the person was or is a member of a Member Church, a regular attender of a Member Church Plant, or an employee or agent of CMA, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by that person in connection with such action, suit, or proceeding to the extent and in the manner set forth in and permitted by the Act and any other applicable law, as from time-to-time in effect. Such right of indemnification shall not be deemed exclusive of any other rights to which any such person may be entitled apart from the foregoing provision.

ARTICLE TWELVE – DISSOLUTION

12.1 **Right To Dissolve.** The Members of CMA, by the required affirmative vote, may dissolve CMA.

12.2 **Disposition of Property upon Dissolution.** If CMA dissolves or ceases to function as a fellowship of churches, then, after the satisfaction of all obligations, debts, and liabilities of CMA, all of the assets of CMA, including its personal and real property, appurtenances, and effects, shall inure to the benefit of, and become the property of, Converge, if Converge, at that time, exists and is willing and able to accept the assets of CMA under the conditions of § 501(c)(3) of the Code. Converge shall distribute such assets as may be determined by Converge Leadership Team or, if such team does not exist at the time, by the Converge national and district leaders.

ARTICLE THIRTEEN – DISPUTE RESOLUTION

13.1 **Dispute Resolution Principles.** CMA is committed to resolving in a biblical manner all disputes that may arise within its body. This commitment is based upon God's command that Christians should strive earnestly to live at peace with one another (see Mathew 5:9, John 17:20-23; Romans 12:18; Ephesians 4:1-3) and that when disputes arise, Christians should resolve them according to the principles set forth in the Bible (see Proverbs 19:11; Matthew 5:23-25, 18:15-20; I Corinthians 6:1-8; Galatians 6:1). CMA believes that these commands and principles are obligatory on all Christians, and absolutely essential for the well-being and work of CMA and its Members. Therefore, any and all disputes within the CMA shall be resolved according to biblical principles, and shall follow the processes set forth in this Article.

13.2 **Conflict among Persons Affiliated with CMA.** If any person affiliated with CMA as a member of a Member Church, a director of a Member Church Plant, a member of the Board of Overseers, an Officer, a Staff Member, or an agent shall have a conflict with or shall be concerned about the behavior of another affiliated with CMA, then the matter shall be addressed as follows:

13.2.1 Examination. The concerned person shall prayerfully examine himself or herself, and shall take responsibility for his or her contribution to a problem (Matthew 7:3-5), and he or she prayerfully shall seek to discern whether the concern is so serious that it cannot be overlooked (Proverbs 19:11, 12:16, 15:18, 17:14, 20:3; Ephesians 4:2; Colossians 3:13; I Peter 4:8).

13.2.2 Confrontation. If the concern is too serious to overlook, the concerned person shall go, repeatedly if necessary, and talk to the person whose behavior is at issue in an effort to resolve the matter personally and privately, having first confessed his or her own wrongdoing (Matthew 18:15).

13.2.3 Intervention. If the person whose behavior is at issue will not listen and if the problem is too serious to overlook, the concerned person shall return with one or two other people who will attempt to help the parties resolve their differences (Matthew 18:16); these other people may be members of Member Churches, members of Member Church Plants, members of the Board of Overseers, Officers, Directors of Ministries, other respected Christians in the community, or trained mediators or arbitrators (conciliators) from a Christian conciliation ministry. At the request of either party to the dispute, CMA shall make every effort to assist the parties in resolving their difference and being reconciled.

13.3 **Conflict between Persons Affiliated with CMA and CMA.** If a dispute arises between a person affiliated with CMA as a member of a Member Church, a member of a Member Church Plant, a member of the Board of Overseers, an Officer, a Staff Member, or an agent and CMA itself, and if such dispute cannot be resolved through the internal process set forth in Article 13.2, then the dispute shall be resolved as follows: The dispute shall be submitted to mediation and, if necessary, legally binding arbitration in accordance with the then-current Rules of Procedures of the Institute for Christian Conciliation, and judgment upon an arbitration award may be entered in any court otherwise having jurisdiction. All parties to the mediation and/or arbitration shall bear their own costs and expenses, including attorneys' fees, if any. All mediators and arbitrators shall be in agreement with the Affirmation of Faith of CMA and CMA's basic form of government, unless this requirement is modified or waived by all parties to the dispute; *provided, however*, that if a dispute involves an attempted revision of the Affirmation of Faith or CMA's form of government, then the mediators and arbitrators shall be in agreement with those matters, as they existed prior to the attempted revision. If a dispute submitted to arbitration pursuant to these Bylaws involves a decision reached by the Board of Overseers, then the arbitrators shall uphold and shall be bound by the decisions of the Board of Overseers on matters of doctrine. This section covers CMA as a corporate entity and its agents, including its Board of Overseers, Officers, Staff Members, and volunteers with regard to any actions they may take in their official capacities on behalf of CMA. This section covers any and all disputes or claims arising from or related to CMA membership, doctrine, policy, practice, counseling, discipline, decisions, actions, or failures to act, including claims based on civil statute or for personal injury, except as otherwise may be provided by law. By becoming affiliated with CMA, or remaining affiliated with CMA after the adoption of these By-Laws, all persons affiliated with CMA agree that these methods shall provide the sole remedy for any dispute arising against CMA and its agents, and they waive their right to file any legal action against CMA in a civil court or agency, except to enforce an arbitration decision. If a dispute or claim involves an alleged injury or damage to which CMA's insurance applies, and if CMA's insurer refuses to submit to mediation or arbitration as described in this section, then either CMA or the person alleging the injury or damage may declare that this section is no longer binding with regard to that part of the dispute or claim with respect to which the CMA's insurance applies.

ARTICLE FOURTEEN- AMENDMENT

14.1 **Right To Amend.** The Members of CMA, by affirmative vote, may amend these By- Laws.

14.2 **Process for Amendment.** The Members may amend these By-Laws only as follows: (a) the Board of Overseers, by affirmative vote, shall approve a proposed amendment; (b) the Board of Overseers shall submit the proposed amendment to the Members by a written document, delivered via electronically or first class mail to the last known address of each Member; and (c) the Members, by affirmative vote, must approve the proposed amendment at a Biennial Meeting or Special Meeting that takes place no fewer than thirty (30) calendar days after the date of the mailing of the written document.