



BROMENN HEALTHCARE

Opening doors. Touching lives.

*Application for Membership to the Brokaw-Mennonite
Association of Delegate Churches*

Congregational Information:	Name:	
	Street:	City:
	Zip:	Phone:
	Email:	
	Website:	
Pastor/Spiritual Leader:	Name:	Email:
	Street:	City:
	Zip:	Phone:
	Email:	

Delegate Information:	Name:	
	Street:	City:
	Zip:	Phone:
	Email:	

AMENDED AND RESTATED
CORPORATE BYLAWS
OF
BROMENN HEALTHCARE SYSTEM
(formerly Brokaw-Mennonite Association),
an Illinois not-for-profit corporation

Section 1.1.

ARTICLE II.

MEMBERSHIP

Section 2.1. **Membership Defined.** All the rights of membership in the Corporation, described in this Article II, shall be vested in the BroMenn Delegate Association (the "Delegate Association") as specified and defined below and shall be in lieu of any and all statutory membership rights or obligations.

(a) **Selection of Delegate Association.** Each of the congregations of sponsoring churches ("Sponsors") approved from time to time by the Corporation's Board of Directors as Sponsors shall, on or before January 15th of each year, designate and certify to the Corporation two (2) persons including one (1) pastor/spiritual leader and one (1) lay leader of its congregation as its BroMenn delegates. Written notice of such appointments, including mailing addresses and other contact information for each delegate, shall be sent by the notice date above, to the Secretary of the Corporation at the principal office of the Corporation who will provide the information to the Chair of the Delegate Executive Committee.

(b) **Terms of Delegates.** Delegates shall serve as members of the Delegate Association for terms of one (1) year or until their successors shall have been appointed, with notice given. There shall be no limitation on the number of terms a delegate may serve.

(c) **Delegate Status Transferability and Vacancies.** Member status as a delegate shall not be transferable or assignable, and all attempts to do so shall be null and void. Any vacancy created in the Delegate Association through the resignation or death of a delegate shall be filled by the respective Sponsor upon written notice from it as provided above.

(d) **Changes in Sponsors.** Upon written application, additional congregations/churches may, on the affirmative 2/3rds vote of the Board of Directors of the Corporation, be designated from time to time as Sponsors authorized to appoint delegates to the Delegate Association to serve as members. A Sponsor may resign at any time with written notice to the Secretary of the Corporation at the principal office of the Corporation who will provide the information to the

Chair of the Delegate Executive Committee. Such resignation shall take effect on the date specified, otherwise immediately, no acceptance being necessary to effectuate the resignation. Sponsors themselves shall not be members of the Corporation, and shall have only the right to appoint delegates to the Delegate Association.

Purposes of Delegate Association. The Delegate Association shall have the following purposes and responsibilities as the members of the Corporation:

(e) **Election of Directors.** To elect each year at the annual meeting of the Corporation the at-large directors of the Corporation being elected that year as provided in Article III below.

(f) **Joint Ministry Projects.** To plan for and support joint ministry projects between and among the Corporation (and its controlled affiliates) and the Sponsors.

(g) **Spiritual Stewardship.** To support and give counsel, through the Delegate Executive Committee described below, to the Board of Directors of the Corporation and, where appropriate, its controlled affiliates in its spiritual stewardship of the Corporation. In keeping with our Lord's expectations (as recorded in Micah 6:8) the Delegate Association will assist in assuring that the mission of the Corporation "to improve the health and well-being of our communities by educating, healing, and serving in a manner consistent with our Judeo-Christian heritage" is foremost in guiding the spirit and direction of the organization.

(h) **Amendments to Article II.** To approve, before it may become effective, any amendment to Article II of these bylaws.

(i) **Meetings of the Delegate Association.** The Delegate Association meetings shall be subject to the following rules:

(j) **Annual Meeting.** The annual meeting shall be held for the purpose of electing at-large directors to the Corporation's Board of Directors, electing members of the Delegate Executive Committee, and such other business as shall come before the meeting. It shall be convened in connection with the annual meeting of the Board of Directors at a place, time and date agreed to by the Delegate Chair, the Board Chair of the Corporation and the President/CEO of the Corporation.

(k) **Special Meetings.** Special meetings of the Delegate Association may be called by the Delegate Chair, the Board of Directors, or upon the written request of any twenty (20) delegates.

(l) **Notices of Meetings.** Notice of all meetings of the Delegate Association stating the date, time and place of the meeting and the purpose for each special meeting shall be mailed by First Class Mail by the Delegate Secretary to each delegate, addressed to the delegate's residence or preferred mailing address, at least ten (10) days before the meeting date.

(m) **Quorum.** Ten percent (10%) of the delegates serving from time to time or twenty (20) delegates, whichever is fewer, shall constitute a quorum for the transaction of business by the Delegate Association.

(n) **Delegate Executive Committee.** The administration of the Delegate Association shall be vested in a Delegate Executive Committee with the following characteristics, powers and procedural rules:

(o) **Composition.** The Delegate Executive Committee shall consist of the Delegate Chair, the Delegate Vice Chair, the Delegate Secretary and four (4) members at-large, each of whom shall vote and shall be serving concurrently as a duly appointed delegate. In addition, the President/CEO of the Corporation and one (1) staff person designated from time to time by him or her shall be *ex officio* nonvoting members of the Delegate Executive Committee.

(p) **Purposes.** In addition to planning for and implementing the annual meeting of the Delegate Association, the Delegate Executive Committee shall serve to initiate discussions on how the faith-based Corporation can continue to serve the spiritual needs of the patients in its health care facilities and programs. The Delegate Executive Committee will assist the Corporation by bringing the views of the Delegate Association and by suggesting methods for assuring the expression of its mission through the health care programs of the Corporation and its affiliates. Acting through the Delegate Executive Committee, the Delegate Association may at any time on its own initiative petition or propose meetings with or mission-enhancing activities for the Corporation to the Board of Directors. Although empowered generally to act on behalf of the Delegate Association between its meetings, the Delegate Executive Committee shall not have the power to elect directors of the Corporation.

(q) **Election.** the Delegate Executive Committee at-large members and each of the three (3) Delegate Association officers shall be elected at the Delegate Association annual meeting and shall take office the following July 1st.

(r) **Terms of Office.** The seven (7) voting members of the Delegate Executive Committee shall be elected to three (3) year terms, staggered so that no more than three (3) would ordinarily have a term expiring in any year. This shall be accomplished by assigning, for the initial year, terms of one (1) year to two (2) at-large members, terms of two (2) years to one (1) at-large member and the Secretary, and terms of three (3) years to the Delegate Chair and Delegate Vice Chair. Members of the Delegate Executive Committee shall be limited to three (3) terms, but shall be eligible for reelection after a one (1) year hiatus from the Committee.

(s) **Duties of Delegate Chair and Delegate Vice Chair.** The Delegate Chair shall be the chief policy officer of the Delegate Association and its representative and spokesperson to the Corporation. He or she shall chair all meetings of the Delegate Association and of the Delegate Executive Committee. The Delegate Vice Chair shall perform the duties of the Chair in his or her absence.

(t) **Duties of Delegate Secretary.** The Delegate Secretary shall send appropriate notices or waivers of notice regarding meetings of the Delegate Association; shall prepare materials shall send appropriate notices or waivers of notice regarding Delegate Association meetings, shall prepare agendas and other materials for all Delegate Association meetings, shall act as official custodian of all records, reports and minutes of the Delegate Association and its committees, shall be responsible for the keeping and reporting of adequate records of all meetings of the Delegate

Association and its committees and shall perform such other duties as are customarily performed by or required of corporate secretaries.

(u) **Meetings.** The Delegate Executive Committee shall hold regular meetings to accomplish its objectives and shall plan and call the special meetings of the Delegate Association whenever appropriate.

(v) **Notice.** Members of the Delegate Executive Committee shall be given at least five (5) days written notice of all meetings by the Delegate Secretary by First Class Mail.

(w) **Quorum.** Three (3) voting members shall constitute a quorum for all meetings of the Delegate Executive Committee.

(x) **Minutes.** The Delegate Secretary shall retain minutes of each of the Delegate Executive Committee meetings and of the meetings of the Delegate Association and shall share same with the Chair and the President/CEO of the Corporation.

(y) **Other Procedures.** To the extent not provided for in these bylaws and/or in *Robert's Rules of Order, Revised*, the Delegate Executive Committee shall establish its own procedural rules from time to time for its meetings and the meetings of the Delegate Association, providing written copies thereof to the Secretary of the Corporation and including such rules in its minutes.

(z) **Delegate Nominating Committee.** The Delegate Chair shall appoint a Delegate Nominating Committee consisting of no fewer than three (3) active delegates each Spring to nominate candidates who are and will be delegates to fill the anticipated vacancies in the Delegate Executive Committee and to render its report in writing to the Delegate Chair and the Chair of the Corporation prior to the annual meeting of the Delegate Association.