



**POSITION:** Corporate Secretary  
**GROUP:** Governance  
**REPORTS TO:** President, Evangelical Covenant Church  
**SUPERVISES:** Director of Governance/Assistant Corporate Secretary  
**STATUS:** Exempt  
**LOCATION:** Chicago, IL

## **SUMMARY**

The Evangelical Covenant Church is governed by the Illinois Not For Profit Act, the Articles of Incorporation of the Evangelical Covenant Church, the Evangelical Covenant Church Constitution and Bylaws, the Rules for the Ordered Ministry of the Evangelical Covenant Church, and additional policies that have been adopted by the governing bodies that oversee the organization. The Covenant's unique polity and corporate structure requires regular attention and dedicated oversight, which is shepherded by the Corporate Secretary. The Corporate Secretary serves the organization in meeting its fiduciary duties and governance responsibilities and provides the leadership for governance activities to happen. This role has a responsibility for anticipating and addressing the organization's governance needs, keeping the board current on trends and issues, providing guidance related to governing protocols, interpreting governing documents, and suggesting opportunities for the board to better perform its responsibilities. The Corporate Secretary plays a key role in ensuring the whole organization is in 'good standing' within the denomination and external to the denomination – either by requirements such as federal/state laws or statues, or simply because it wishes to demonstrate the ECC is a mature, responsible entity in the world. This role serves as an advisory role to other executive leaders, board chairs, board officers, and members of boards as they navigate the complexity of the Covenant's unique polity and structure.

The Corporate Secretary, with the support of the Assistant Corporate Secretary, is responsible for the annual governance cycle that includes board development, meeting preparation, Annual Meeting management, board/committee nominations and recruitment, onboarding, engagement, and regular board and governance communications. The Corporate Secretary will report to the President, the Board Chair, and the Board of the ECC and is a member of the executive leadership team. This role is a focal point for communication with boards, associations, committees, commissions, and legal counsel as they seek to serve as a resource and advisor to key leadership regarding governance related matters. Sound governance is essential to ensure alignment and collaboration in support of the overall 'good standing' / compliance of the Covenant as a recognized and respected entity. This position is located in Chicago, IL.

## **ESSENTIAL FUNCTIONS**

- Must be present at all board meetings of the Covenant Executive Board, the Annual Meeting, and all meetings of the Annual Meeting Officers
- Responsible for all aspects of board engagement, including board and committee meeting preparation, draft agenda creation and finalization, board and officer development, meeting

logistics, recordkeeping, onboarding/training of new board members, board evaluations, advisor, and board communication for the following:

- Covenant Executive Board
- Annual Meeting Officers
- Board of Nominations

Support function as appropriate to:

- Board of Trustees for NPU
- Board of Benevolence for CMB
- Board of the Ordered Ministry
- Board of Pensions & Benefits
- CHET Board
- COA which is referred to as the President's roundtable

- Ensures the Annual meeting preparation, content, notifications, structure and documentation follows the Covenant's governing protocols for conduct
- Manages and/or directs the process and activities related to the annual meeting
- Responsible for the execution and maintenance of all required official corporate filings, documents, reports, and records according to applicable state and federal laws and regulations
- Responsible for remaining up to date on all new federal and state regulatory requirements, as applicable
- Functions as a liaison between the Chairperson, the President, the board, legal counsel, executive leaders, and constituency leadership
- Must be able to perform aspects of the Director of Governance if absent
- Responsible for governance budget management and demonstrates financial accountability
- Leads revenue and expense forecasting process
- Oversees internal financial controls, regulatory compliance, financial reporting and audits
- Serves as authorized signer and notary on Covenant legal documents representing the church, and is the authorized keeper of the official corporate seal, tax exemption certificates, and official organizational records
- Works closely with all Covenant Executive Board committees and is able to participate as an advisor at the invitation of the committee chair
- As an officer of the organization, collaborates with the president and other leaders to support the overall mission of the Covenant
- Provides effective leadership to the Governance team/Assistant Corporate secretary in the form of setting direction, goals, development support, performance expectations, assessment and feedback
- Strong contributor and advisor to Covenant affiliates, ministerium, regional conferences, regional ministries, local congregations, global ministries, and boards
- Ability to demonstrate competence in voice and presence at the annual meeting as well as other events/forums
- Performs other duties as assigned by the President, the Executive Board of the Covenant, the Annual Meeting Officers, and the Board of Nominations

### **REQUIRED SKILLS, ABILITIES AND CHARACTERISTICS**

- Demonstrates a personal commitment to Christian faith

- Willingness to fully support and align the mission and ministry of the Evangelical Covenant Church at the denominational, regional conference and local congregational levels, as well as affiliated entities and ministries
- Must be a member of an Evangelical Covenant Church or willing to become a member
- Demonstrates cultural awareness, sensitivity and respect for diversity
- Exceptional organizational and implementation skills to achieve results and meet critical deadlines
- Calm demeanor and effective communicator with multiple and varied groups across all levels of the organization
- Ability to read signals on the horizon, have a broad awareness of potential issues that the president and board leadership should be alerted to and has intuition and understanding of various approaches of leadership.
- Extremely discreet
- Familiar with nonprofit laws and regulations, as well as well-versed in the Covenant Constitution & Bylaws and Robert's Rules of Order
- Exhibits executive presence and has the ability to confidently present information
- Demonstrates strong leadership, judgment and problem-solving skills
- Perseverance in the face of challenges
- Attention to detail and ability to manage multiple complex situations at the same time
- Flexibility and creativity
- Perspective and non-anxious presence
- Effective resource to senior management/leadership
- Self-starter, self-directed and discerns appropriate balance of independence and collaboration
- Navigates difficult situations with integrity and professionalism
- Proficiency and comfort with various forms of technology, use of Microsoft products, database and accounting software, and other relevant software and reporting programs like BoardEffect

#### **REQUIRED EDUCATION AND EXPERIENCE**

- Minimum of a bachelor's degree in a broad set of areas such as Business Administration, Strategy, Human Resources, Compliance, Law or Business Communications
- Ten (10)+ years of related experience (non-profit strongly preferred) such as, board and executive leader collaboration and influencing without direct authority; previous governance, legal, or HR compliance
- Non-profit leadership experience is a plus

#### **Environment Conditions**

Able to work well in a professional office setting, as well as remotely using secure communications. Occasional travel. Must be versatile and able to work for prolonged segments sitting or standing. Must engage frequently with office tools and equipment, such as: computer, copier, phone, technology-based equipment, printers, etc. Must be able to occasionally lift or move items, less than 35lbs.

#### **SPECIFICS AS OUTLINED IN THE COVENANT BYLAWS AND CONSTITUTION; the Corporate Secretary will:**

#### **CONSTITUTION**

**Section 6.1.** The Covenant shall have a president, a corporate secretary, and a corporate treasurer. The Bylaws may provide for assistant officers.

**Section 6.2.** Each officer of the Covenant shall be responsible to the Annual Meeting and the Executive Board for that officer's decisions and actions. Officers other than the president shall also be responsible to the president for decisions made and actions taken in carrying out the duties of their respective offices.

**Section 6.4.** The corporate secretary shall be selected as provided in the Bylaws. The corporate secretary shall have the duties and responsibilities provided in the Bylaws, and the duties and responsibilities assigned by the president that are consistent with this Constitution and Bylaws.

**Section 7.2.** There shall be one regular session of the Annual Meeting each year. At least thirty days before the date of each Annual Meeting, the corporate secretary of the Covenant shall send a notice to each member congregation, stating the time, place, and purpose of the meeting.

**Section 16.2.** At least ninety days before the Annual Meeting when final action is to be taken on a proposed amendment to the Constitution, the corporate secretary of the Covenant shall send a copy of each proposed amendment to each Covenant congregation and shall cause the text of each proposed amendment to be published in the communication channels of the Covenant and in the electronic media that the Covenant regularly uses for communication with Covenant congregations and members of Covenant congregations.

#### **BYLAWS:**

**Section 6.4. The Corporate Secretary.** The corporate secretary shall perform all of the duties of a corporate secretary required by law, the duties of the corporate secretary specified in this Constitution and Bylaws, the duties customarily performed by a corporate secretary, and any other duties assigned by the Executive Board that are consistent with this Constitution and Bylaws.

**Section 6.9. Terms of Office of Officers Other Than the President.** The term of the corporate secretary, the corporate treasurer, the assistant corporate secretary, and the assistant corporate treasurer is indefinite in length but shall terminate not later than the day before the effective date of the Executive Board's appointment of a successor to that position.

**Section 6.10. Temporary Absence or Temporary Disability of an Officer Other Than the President.** In the temporary absence or temporary disability of the corporate secretary, the corporate treasurer, the assistant corporate secretary, or the assistant corporate treasurer, the Executive Board may, upon the recommendation of the president of the Covenant, appoint a person to perform the duties of that position on an interim basis for the duration of the officer's temporary absence or temporary disability. The interim officer shall perform all the duties of the position and when so acting shall have all the powers of and be subject to all the restrictions on the officer holding that position.

#### **Section 6.11. Vacancies in the Positions of Officers Other Than the President.**

a. The Executive Board shall declare the position of the corporate secretary, the corporate

treasurer, the assistant corporate secretary, or the assistant corporate treasurer vacant upon the removal, resignation, permanent incapacity, or death of the person holding that office.

- i. Removal. By vote of two-thirds of its elected members, the Executive Board may remove the corporate secretary, the corporate treasurer, the assistant corporate secretary, or the assistant corporate treasurer.
- ii. Resignation. The corporate secretary, the corporate treasurer, the assistant corporate secretary, or the assistant corporate treasurer may resign upon written notice to the Executive Board.
- iii. Permanent Incapacity. The Executive Board shall develop policy for determining permanent incapacity.

b. When a vacancy occurs in the position of the corporate secretary, the corporate treasurer, the assistant corporate secretary, or the assistant corporate treasurer, the Executive Board shall, upon the recommendation of the president of the Covenant, appoint a person to perform the duties of that position on an interim basis. The interim officer shall perform all the duties of the position and when so acting shall have all the powers of and be subject to all the restrictions on an officer holding that position. Within three months of the creation of the vacancy, the president shall recommend one or more candidates to the Executive Board to fill the vacant position. The Executive Board shall appoint a candidate recommended by the president to fill the vacant position within six months of the creation of the vacancy, unless the Executive Board, by a majority vote, extends the time for filling the vacancy. The president of the Covenant shall act in good faith to recommend a qualified candidate. The Executive Board may decline to appoint a candidate recommended by the president.

**Section 7.4.** k. The names of all delegates and alternate delegates shall be registered with the corporate secretary of the Covenant prior to the Annual Meeting.

**Section 7.7.** d. The secretary shall record the proceedings of the Annual Meeting, prepare minutes, and deliver the minutes to the corporate secretary of the Covenant to be preserved as part of the records of the Covenant.

**Section 7.8.** a. Agenda. i. The agenda shall be prepared by an agenda committee consisting of the moderator, the vice moderator, the corporate secretary of the Covenant, and the president of the Covenant in consultation with the Council of Administrators. The agenda shall be approved by the Executive Board.

**Section 7.9.** iii. The Presidential Nominating Committee shall be convened for organization by the corporate secretary of the Covenant, but shall elect its own officers and determine its own procedures. The Executive Board shall authorize adequate financial resources for the work of the committee.

**Section 8.1.** *Paraphrased.* All policies and procedural rules of the Covenant Executive Board, Board of Trustees of North Park University, Board of Benevolence, Board of Pensions and Benefits, and Board of Nominations shall be filed with the corporate secretary.

**Section 14.1.** e. The list of standing commissions of the Covenant shall be kept current by the corporate secretary and published annually.

**Section 14.2.** d. A list of the special commissions of the Covenant shall be kept current by the corporate

secretary and published annually.

**Section 16.2.** At least sixty days before the Annual Meeting when final action is to be taken on a proposed amendment to these Bylaws, the corporate secretary of the Covenant shall send a copy of each proposed amendment to each Covenant congregation and shall cause the text of each proposed amendment to be published in the official communication channel of the Covenant and in the electronic media that the Covenant regularly uses for communication with Covenant congregations and members of Covenant congregations.

**Section 20.1.** Publication. Rules, administrative procedures, and policies adopted by the Covenant or any of its associations, boards, commissions, corporations, councils, or denominational ministries shall be made available through the office of the corporate secretary according to a policy approved by the Executive Board of the Covenant and reported to the Annual Meeting.