

BYLAWS

OF

GENERAL BOARD OF GLOBAL MINISTRIES
OF THE UNITED METHODIST CHURCH
(Effective August 23, 2016)

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ARTICLE I: PURPOSE

The purpose of the General Board of Global Ministries of The United Methodist Church (the “Corporation”) is to carry out the functions and responsibilities given to it in its Charter and The Book of Discipline of The United Methodist Church (“The Discipline”), as they may be amended from time to time.

ARTICLE II: MEMBERS

The Corporation is a charitable corporation organized under the New York Not-for-Profit Corporation Law, as amended, and has no members.

ARTICLE III: DIRECTORS

A. Election.

The board of directors of the Corporation (sometimes, the “board”) shall comprise those persons elected in the manner described in the Discipline and in Article III.B. and C. of these bylaws and those persons elected to fill vacancies on the board.

B. Members.

1. The voting directors shall comprise the following:
 - a. fifteen (15) members (none of whom may be a bishop) elected by the five (5) jurisdictional conferences [¶1311.1];
 - b. nine (9) members nominated by the seven (7) central conferences [¶705.4 (c) and (d)];
 - c. three (3) bishops from the five jurisdictions and two (2) bishops from the three central conference regions (Africa, Europe, Philippines) elected by the General Conference [¶1311.6];
 - d. not more than five (5) persons who may have been elected by the general conference committee to nominate additional board members. [¶¶706 and 1311.1]

- e. one (1) liaison representative from The Methodist Church of Puerto Rico (Iglesia Metodista Autónoma Afiliada de Puerto Rico) who shall attend meetings at his or her own expense [¶705.4(f)];
 - f. if the board shall exercise its discretion to do so, it may elect one (1) member from among the member churches of the Pan-Methodist Commission [¶705.3(b)].
2. The non-voting directors, who shall have voice but not vote on the board and its committees, shall comprise the following:
- a. three (3) persons elected by the national organization of United Methodist Women [¶1311.2 and 4];
 - b. the persons under the age of eighteen (18) elected to the board, who shall have voice, but shall not be eligible to vote until they reach the age of eighteen (18) [¶705.3(c)]; and
 - c. if the board shall exercise its discretion to do so, it may elect at least one member with voice but not vote from among our Full Communion Ecumenical partners. [¶705.3(b)].

C. Qualifications.

With the exception of the directors described in Article III.B.1.e, Article III.B.1.f, and Article III.B.2.c, all directors eligible to vote shall be professing or clergy members of The United Methodist Church and active in their local churches. [¶710].

D. Gender Representation.

No fewer than one-half (1/2) of the directors should be women. [¶1311.3].

E. Term.

Subject to the provisions of the Discipline, directors shall serve terms of four (4) years. Their terms shall begin at the Corporation's quadrennial Organizational Meeting, and end when their successors take office at the next quadrennial Organizational Meeting. [¶707.3]

F. Duties.

The directors shall govern and administer the policies, plans of work, management, business, and affairs of the Corporation. [¶1311; N-PCL §701].

G. Reliance [N-PCL §717].

In discharging his or her duties, a director, when acting in good faith, may rely on information, opinions, reports or statements including financial statements and other financial data, in each case prepared or presented by:

1. one (1) or more officers or employees of the Corporation, whom the director believes to be reliable and competent in the matters presented;
2. counsel, public accountants or other persons as to matters which the director believes to be within such person's professional or expert competence; or
3. a committee of the board of directors, upon which he or she does not serve, duly designated in accordance with a provision of the Charter or the bylaws as to matters within the committee's designated authority, which committee the director believes to merit confidence, so long as in so relying, he or she is acting in good faith and with that degree of diligence, care and skill which an ordinarily prudent person would exercise under similar circumstances and in like positions.

H. Removal; Suspension; Vacancy.

1. If a director either is absent from two (2) consecutive meetings of the board of directors without a reason acceptable to it, or has been removed from the board by the board [N-PCL §706], that person shall cease to be a member of the board. [¶710.10].
2. If a director has been charged with a chargeable offense under the Discipline [¶2702], or charged with the commission of a misdemeanor or felony under a local, state, or federal law (or a similar offense under the laws of another country or foreign jurisdiction), he or she may be suspended as a director by the Executive Committee pending a determination by the Executive Committee, operating under policies and procedures established by the board, and confirmation by the board: (i) that the director should continue to be suspended, and the conditions if any, of that suspension; (ii) that the director should be permanently removed; or (iii) that the director should be reinstated, and the conditions of his or her reinstatement, if any.
3. A vacancy among the directors shall be filled as provided in the Discipline. [¶¶ 710.10 and 712].

I. Powers Reserved to Directors.

Authority as to the following matters rests solely with the board of directors, or as otherwise provided in the Discipline, and may not be assumed by the Executive Committee, or any other unit or committee:

1. the filling of vacancies in the board of directors [¶¶710.10 and 712] or in any committee [N-PCL §712(a)(2)];
2. the amendment, suspension or repeal of the bylaws or the adoption of new bylaws: provided, however, that the Executive Committee, if it believes that it is in the best interest of the Corporation, may suspend the bylaws (except that it may not suspend the provisions at Article VII.B.3.d.) for the sole purpose of responding to new legislation adopted by a General Conference [N-PCL §712(a)(4)];
3. the amendment or repeal of any resolution of the board of directors [N-PCL §712(a)(5)];
4. the adoption or amendment of the Corporation's long-term/strategic plan or budget including, without limitation, its annual appropriation budget and quadrennial budget;
5. the determination of the use of program development funds;
6. the determination of the use of available resources for supporting the programs of the Corporation; and
7. the adoption of a comprehensive plan for mission.

J. Compensation.

A person who receives compensation for services or commissions of any kind from the Corporation shall not be eligible for voting membership on the board. [¶710.7].

K. Conflicts of Interest; Loans Prohibited.

1. Conflicts.

Each director shall be familiar with and observe the conflict of interest policy adopted by the board to ensure that he or she acts in the Corporation's best

interest and complies with applicable legal requirements. [¶710.8; N-PCL §715-a and §715].

2. Loans.

The Corporation shall not lend money to a director; nor shall it lend money to any entity in which one or more of the Corporation's directors has a substantial financial interest or is serving as an officer or director; *provided however*, that this section shall not be interpreted to prohibit the Corporation from lending money to another charitable corporation. [N-PCL §716].

ARTICLE IV: COMMITTEE ON NOMINATIONS (“NOMINATIONS COMMITTEE”)

A. Limited Duration and Powers.

At the last annual meeting of each quadrennium, the directors shall elect a Nominations Committee for the limited purpose of organizing the board of directors for the following quadrennium. The existence of the Nominations Committee shall be suspended at the conclusion of the Organizational Meeting until it is re-formed at the last regular meeting of the Corporation at the end of the quadrennium. (see Article V.A.). [¶706.3].

B. Composition.

The Nominations Committee shall consist of:

1. one (1) director from each jurisdiction;
2. one (1) director from each of the three (3) central conference regions; and,
3. up to four (4) additional directors to assure, where possible, youth/young adult, ethnic, gender and minority representation, and representation of persons with disabilities.

Not more than one (1) bishop shall serve on the Nominations Committee.

C. Quorum.

A majority of the voting members shall constitute a quorum.

D. Time and Place of Meeting.

The Nominations Committee shall meet as soon as practicable after jurisdictional elections have been completed, but before the Organizational Meeting described in Article V. [¶707]

E. Duties.

The Nominations Committee shall submit to the directors for election at the Corporation's Organizational Meeting, nominees for the positions hereafter described, to serve in their respective offices for the quadrennium (unless otherwise provided), provided however that one (1) person may not serve in more than one (1) position represented on the Executive Committee:

1. the names of directors to serve on and as the chairperson of, each of the respective Committees identified below:
 - a. no fewer than eleven (11) nor more than thirteen (13) directors to serve on the Finance Committee;
 - b. no fewer than seven (7) nor more than nine (9) directors to serve on the Committee on the Elimination of Institutional Racism;
 - c. no fewer than seven (7) nor more than nine (9) directors to serve on the Personnel Committee;
 - d. no fewer than seven (7) nor more than nine (9) directors to serve on the Policy, Bylaws and Legislation Committee; and
 - e. no fewer than twenty (20) nor more than twenty-four (24) directors to serve on the Mission Programs Committee.
2. the persons who have been recommended by the Audit Committee as nominees to serve on the Audit Committee, with one of those persons nominated to serve as the chairperson of that committee.
3. two (2) directors to serve as at-large members of the Executive Committee to ensure age, racial, gender and ethnic diversity.
4. no fewer than thirteen (13) nor more than fifteen (15) directors to serve on the board of directors of United Methodist Committee on Relief ("UMCOR"), and a director to serve as the chairperson of UMCOR [Article III.A, UMCOR bylaws].
5. four (4) directors (two (2) laypersons and two (2) clergy) to serve on the board of directors of The UMDF [Article III, Section 1, The UMDF bylaws].
6. five (5) directors who serve on the Finance Committee to serve as members of the Advance Subcommittee with (5) conference secretaries of global

ministries (representing the five jurisdictions and elected by their jurisdictional associations).

7. the following officers: [¶1307]
 - a. a president;
 - b. a vice president;
 - c. a general treasurer (henceforth referred to as the general treasurer/chief operating officer); and
 - d. a corporate secretary.

F. General Criteria for Allocation of Directors to Corporations and Committees.

1. Experience and Diversity.

Directors shall be assigned to serve on the boards of the Corporation, UMCOR, and The UMDF and on the committees on the basis of experience and, insofar as possible, to provide balance in the recognized categories of general agency membership as provided in the Discipline. [¶705]

2. Representation of Women.

At least one-half (½) of the voting directors assigned to each body in Articles IV. and V. should be women. [¶1311.3]

ARTICLE V: ORGANIZATIONAL MEETING

A. Date; Convocation.

1. The Organizational Meeting shall be held each quadrennium following the adjournment of General Conference and within ninety (90) days after the adjournment of the last meeting of the jurisdictional conferences. [¶707]
2. The meeting shall be convened by the bishop designated by the president of the Council of Bishops and that person shall chair the meeting until the directors elect a president of the Corporation. [¶707]

B. Election and Assignment of Directors; Election of Officers; Election of Executive Staff.

1. The first order of business of the Organizational Meeting shall be the election of the following officers:

- a. a president;
 - b. a vice president;
 - c. a general treasurer/chief operating officer; and
 - d. a corporate secretary.
2. As the next order of business, the full board of directors shall elect persons to hold the following positions:
- a. directors to serve on each of the administrative and program committees of the board (other than the Executive Committee and UMCOR) and their chairpersons (see note at Article VII.A for discussion of “committees of the board”);
 - b. two (2) directors to serve as at-large members of the Executive Committee, to ensure age, racial, gender and ethnic diversity;
 - c. no fewer than thirteen (13) nor more than fifteen (15) directors to serve on the UMCOR board of directors, and its chairperson;
 - d. four (4) directors of the Corporation (two (2) laypersons and two (2) clergy) to serve on the board of directors of The UMDF [Article III, Section 1, The UMDF bylaws];
 - e. those persons who have been nominated to serve as members of the Committee on Audit, and its chairperson;
 - f. a general secretary; and
 - g. as many deputy general secretaries and associate general secretaries (henceforth referred to collectively as executive directors) as the board of directors shall determine to be appropriate to carry out the work of the Corporation. [¶1308.2]
3. At the Organizational Meeting, the directors may address such other business as may be properly before it.

ARTICLE VI: BOARD OF DIRECTORS: MEETINGS; QUORUM

A. Regular Meetings.

The board of directors shall meet not less than twice per year, once in the fall (the “Annual Fall Meeting”) and once in the spring, at times and places ordered by the board. It also may meet more frequently at times and places ordered by the board. At the first Annual Fall Meeting following the Organizational Meeting, the directors shall set goals and objectives for the Corporation for the ensuing quadrennium, in accordance with the mandates established by the General Conference for the quadrennium.

B. Special Meetings.

Special meetings of the board of directors may be called on written petition of one-fifth (1/5) of the directors of the board then in office, provided that at least thirty (30) days’ written notice of such meeting is given to the other directors; or by the president after consultation with the general secretary, provided he or she gives the directors at least thirty (30) days’ written notice of the meeting.

C. Absences from Meetings.

Directors who are absent from two (2) consecutive meetings without a reason acceptable to the board of directors shall cease to be directors, and the vacancy shall be filled in accordance with the provisions of Article III.H and Article III.I. [¶¶710.10 and 712]

D. Quorum.

At all meetings of the board of directors, a majority of the directors then in office and entitled to vote shall constitute a quorum.

E. Teleconference.

Any director of the board who is not physically present at a meeting of the board, may participate in the meeting by means of conference telephone or similar communications equipment or technologies, or by electronic video screen communication, provided that all persons participating in the meeting are able to hear each other at the same time and each director can participate in all matters before the board, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the board. Participation by such means shall constitute presence in person at a meeting. [N-PCL §708(c)]

F. Mail Ballot.

Any action required or permitted to be taken by the board of directors may be taken without a meeting, provided that all directors of the board who are eligible to vote provide their written or electronic consent to the adoption of a resolution authorizing the action. If written, the *consent must be executed* by the director by signing it or by causing his or her signature to be affixed to the consent by any reasonable means including, but not limited to, facsimile signature (e.g., a rubber signature stamp). If electronic, the *transmission of the consent must be sent* by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the director. The resolution and the written and electronic consents shall be filed with the minutes of the proceedings of the board. [N-PCL §708(b)]

G. Closed Meetings.

In accordance with the Discipline, all meetings of the board of directors shall be open. Portions of a meeting may be closed for consideration of specific subjects if the closure of the meeting is authorized by a three-fourths (3/4) majority of directors present and voting. The vote to close the meeting shall be taken in public and recorded in the minutes. A report on the results of a closed session shall be made immediately upon its conclusion or as soon as practicable thereafter. [¶722].

ARTICLE VII: COMMITTEES OF THE BOARD AND OF THE CORPORATION

A. General Provisions for Committees and Subcommittees.

[N.B., The New York Non-Profit Revitalization Act of 2013 (the “Act”) removed the distinction between “standing” and “special” committees. Prior to the Act, standing committees comprised directors only, and special committees comprised both directors and non-directors. The Act removed that distinction and replaced it with “committees of the board” and “committees of the corporation”. Committees of the board are committees comprising directors only. Committees of the corporation are committees other than committees of the board. Committees of the board may be given authority to bind the board. Committees of the corporation shall not have the authority to bind the board [N-PCL § 712(e)].]

1. Membership.

Membership on all committees shall reflect the general criteria for allocation of directors described in Article IV.F. The board of directors may designate

one (1) or more from its number as alternate members of any committee, except the Executive Committee and the Audit Committee, to replace any absent member or members at any meeting of such committee.

If a discretionary member or members have been elected to the board as provided in Article III.B.1.f and Article III.B.2.c, not more than one (1) such member shall be assigned to serve on the same committee.

2. Limitations.

- a. A director shall not serve on more than two (2) committees other than the Executive Committee and the Audit Committee;
- b. In addition to serving as a member of the committees as provided in Article VII.A.2.a, a director may serve as a member of the board of directors of The UMDf; and
- c. The limitations on the powers of the Executive Committee shall apply to all committees.

3. Vacancies.

Unless otherwise provided in these bylaws, vacancies in committees other than the Executive Committee and the Audit Committee shall be filled by the board of directors at its next regularly scheduled meeting upon nomination of the Executive Committee.

4. Meetings.

Unless otherwise provided in these bylaws, the committees and subcommittees other than the Executive Committee and the Audit Committee shall meet on the dates scheduled for board of directors meetings and at such other times and places as deemed necessary by the committee or subcommittee chairperson or by the president, after he or she has consulted with the general secretary.

5. Quorum.

Unless otherwise provided in these bylaws, at meetings of any committee and of any subcommittee, a majority of the total number of persons who serve on that committee or subcommittee and are eligible to vote shall constitute a quorum.

6. Teleconference.

Any members of any committee who are not physically present at a meeting of the committee may participate in the meeting by means of conference telephone or similar communications equipment or technologies, or by electronic video screen communication, provided that all persons participating in the meeting are able to hear each other at the same time and each member can participate in all matters before the committee, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the committee. Participation by such means shall constitute presence in person at a meeting. [N-PCL §708(c)]

7. Mail Ballot.

Any action required or permitted to be taken by a committee may be taken without a meeting, provided that all members of the committee who are eligible to vote provide their written or electronic consent to the adoption of a resolution authorizing the action. If written, the consent must be executed by the member by signing it or by causing his or her signature to be affixed to the consent by any reasonable means including, but not limited to, facsimile signature (e.g., a rubber signature stamp). If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the member. The resolution and the written and electronic consents shall be filed with the minutes of the proceedings of the committee. [N-PCL §708(b)]

8. Closed Meetings.

In accordance with the Discipline, all meetings of committees, subcommittees and units shall be open. Portions of a meeting may be closed for consideration of specific subjects if the closure of the meeting is authorized by a three-fourths (3/4) majority of members present and voting. The vote to close the meeting shall be taken in public and recorded in the minutes. A report on the results of a closed session shall be made immediately upon its conclusion or as soon as practicable thereafter. [¶722].

9. Subcommittees.

The committees may form such subcommittees as necessary or appropriate to carry out their work.

B. The Executive Committee.

1. Composition.

- a. The Executive Committee shall comprise ten (10) directors as follows:
 - (i) the president of the Corporation, who shall serve as chairperson of the committee;
 - (ii) the vice president of the Corporation;
 - (iii) the Chairs of each of the following committees: Finance Committee; Committee on the Elimination of Institutional Racism; Personnel Committee; Policy, Bylaws and Legislation Committee; Mission Programs Committee; and UMCOR; and
 - (iv) two (2) at-large members who will be selected to ensure age, racial gender, and ethnic diversity.
- b. The general secretary shall serve as the principal staff person to the Executive Committee. Other staff members may be assigned, as necessary.

2. Quorum.

Seven (7) members of the Executive Committee shall constitute a quorum.

3. Meetings.

a. Regular Meetings.

Regular meetings of the Executive Committee shall be held as frequently as the Executive Committee shall determine.

b. Special Meetings.

If any three (3) members of the Executive Committee request that the Chair call a special meeting and if they advise the Chair of the purpose of the meeting, the Chair shall call a special meeting in accordance with the provisions of subparagraph d. below within thirty (30) days of the date of the Chair's receipt of the request stating the purpose of the meeting. However, if the Executive Committee holds a regular meeting during the thirty (30) day period, the Chair may include the agenda for the special meeting in the agenda for the regular meeting if the conditions described in subparagraph d. below have been met.

c. Meeting Held within thirty (30) days of a Regular or Special Meeting.

If a meeting of the Executive Committee shall be held either thirty (30) days before or after any regular or special meeting of the board of directors, the Executive Committee may only recommend action to the full board. It shall not have authority to take any action on behalf of the Corporation unless such authority has been explicitly granted at the previous meeting of the board.

d. Conditions to Holding a Meeting.

Regular and special meetings of the Executive Committee shall be held only on the condition that: (i) a quorum shall be present; and (ii) not less than seven (7) days prior to the meeting, the Chair, or someone acting on behalf of the Chair, shall have delivered to all members of the Executive Committee and to all other directors of the board (with a request that each member acknowledge receipt of the notice) electronic notice that shall include: (a) the place, date, and time of the meeting; and (b) either the website address for a secure website accessible to all members of the Committee and to all other directors of the board where the agenda for the meeting has been posted, or an electronic copy of the agenda.

Except for the condition that a quorum be present, which cannot be waived, the condition described in this subparagraph d. (ii) may be waived only by the vote of no fewer than seven (7) members of the Executive Committee who have determined that an “emergency” exists. The failure to post an agenda or to provide adequate notice of it and the meeting date shall not be considered an “emergency” sufficient to waive the notice requirements.

If all of the conditions described in this subparagraph are not met, the Executive Committee shall not have authority to take any action on behalf of the Corporation.

4. Changes to the Agenda.

Items on an agenda for a meeting posted in accordance with paragraph 3(d) above may be changed during the meeting if no fewer than four (4) members of the Executive Committee agree to the changes.

5. Duties.

Subject to the provisions of paragraph 6 below, for the purpose of exercising the powers of the board of directors ad interim, the Executive Committee shall:

- a. carry out such duties as may be delegated to it by the board of directors;

- b. provide an arena for discussion concerning relationships among the Corporation and its components, the functions of each, and the operational procedures of each;
- c. consider emergency and emerging current issues;
- d. take action on behalf of the board of directors within the policies of the board of directors;
- e. appoint an interim general secretary as provided in Article VII. D. 2 (g)(iii);
- f. recommend for approval by the directors, assignments for directors who are filling vacancies to complete a term;
- g. in consultation with the Committee on the Elimination of Institutional Racism, monitor assignments to ensure that, to the extent practicable, allocation of assignments among units, program areas, committees and otherwise, are inclusive at every level and that no assignment is made where a conflict of interest may occur;
- h. designate three (3) persons from its membership to review the minutes and records of the Corporation; and
- i. recommend long-term strategic plans to the board of directors.

6. Limitation on Powers.

The Executive Committee shall not have authority:

- a. to remove directors or to fill vacancies in the board of directors or in any committee [¶712];
- b. to request that the Personnel Committee reconsider its recommendation regarding the continuation or non-continuation of the general secretary or any executive director;
- c. to amend or repeal the bylaws or adopt new bylaws;
- d. to amend or repeal any resolution of the board of directors;
- e. to adopt long-term/strategic plans or budgets including, without limitation, annual appropriation budgets and quadrennial budgets;
- f. to determine the use of program development funds;

- g. to determine the use of available resources for supporting the programs of the Corporation; and
- h. to adopt a comprehensive plan for mission.

7. Minutes and Reports.

The minutes of all meetings of the Executive Committee shall be provided to the board of directors at its next regularly scheduled meeting. In addition, reports of all actions of the Executive Committee shall be provided electronically to all directors of the board within fourteen (14) days after the date of the meeting.

C. The Finance Committee.

1. Composition.

- a. The Finance Committee shall comprise no fewer than eleven (11) nor more than thirteen (13) directors, not less than three (3) of whom shall be directors of UMCOR.
- b. The Finance Committee shall elect its vice chairperson and its secretary.
- c. The general treasurer/chief operating officer shall serve as the principal staff person to the Finance Committee. Other staff members may be assigned, as necessary.

2. Functions.

In general, the Finance Committee shall:

- a. be responsible for the oversight of the funds held by the Corporation and UMCOR;
- b. advise and assist the general treasurer/chief operating officer in the discharge of his or her responsibilities;
- c. work with the general treasurer/chief operating officer in financial matters and budget control;
- d. review the fiscal policies of the Corporation and UMCOR and make recommendations to the board of directors with regard to changes in those policies;
- e. form subcommittees as it shall deem necessary; and

- f. function under the authority of the General Council on Finance and Administration in accordance with the Discipline. [¶806 et seq].

3. Specific Duties.

The specific duties of the Finance Committee to the Corporation and to UMCOR are to:

- a. review their financial policies and procedures, including those related to their endowment funds, and recommend revisions to those policies and procedures to the board of directors;
- b. review annually, and recommend to the board of directors, allocations of World Service and other funds among the various committees (including but not limited to UMCOR, a separate legal entity related to the Corporation which is a program committee of the board);
- c. receive and review the reports and recommendations of the Subcommittee on Investments, and make recommendations to the general treasurer/chief operating officer regarding the investment of funds, including those funds held by the Corporation and by UMCOR as endowment funds;
- d. oversee the investment and other financial policies of the Corporation and UMCOR, including those related to the Corporation's endowment funds, in a manner that is consistent with statements and guidelines issued by the General Council on Finance and Administration [¶806.12] and in accordance with the New York Prudent Management of Institutional Funds Act [NYPMIFA §§552-55 inclusive]. The Finance Committee shall receive and consider the reports and obligations regarding investment policies. It shall be the policy of the Corporation, in accordance with the Discipline, to make a conscious effort to invest the funds of the Corporation and of UMCOR in institutions, companies, corporations, or funds whose practices are consistent with the goals outlined in the Social Principles of The United Methodist Church. [¶807.12];
- e. annually review the missionary pensions and health programs;
- f. review and analyze annually the fund balances of the Corporation and of UMCOR;
- g. oversee the administration of legal, insurance, and property matters of the Corporation and of UMCOR;

- h. review the need for legal representation, evaluate the legal services provided, and recommend appropriate legal counsel to the board of directors;
- i. appoint three (3) members of the Finance Committee who serve as directors of UMCOR to serve as members of the UMCOR Executive and Emergency Funding Committee; and
- j. appoint three (3) directors to serve on the Subcommittee on Investments.

4. Subcommittee on Investments.

a. Composition.

The Subcommittee on Investments shall consist of not more than five (5) persons comprising:

- (i) three (3) members of the Finance Committee appointed by the Finance Committee; and
- (ii) up to two (2) at-large members who have expertise in the fields of investments, corporate responsibility, and cash management, and who have been appointed by the Finance Committee to serve on the Subcommittee on Investments.

An at-large member shall not be a director of the Corporation and shall not serve on the Subcommittee on Investments for more than two (2) consecutive quadrennia.

Vacancies shall be filled by the Finance Committee.

b. Functions.

The Subcommittee on Investments shall recommend investment policies for the Corporation and UMCOR, and review the investments of the Corporation (including its endowment funds [NYPMIFA §552]) and UMCOR on a quarterly basis to ensure that those investments are prudent and have been made in accordance with the investment policies of the Corporation and of The United Methodist Church. [¶806.12].

The Subcommittee shall report to the Finance Committee on all matters.

5. Subcommittee on the Advance (sometimes, the “Advance Subcommittee”) [¶822].

a. Composition.

The Advance Subcommittee shall comprise ten (10) persons, as follows:

- (i) five (5) directors who are members of the Finance Committee and who have been nominated by the Committee on Nominations for assignment to the Advance Subcommittee; and
- (ii) five (5) conference secretaries of Global Ministries representing the five (5) jurisdictions and elected by their jurisdictional associations. [¶1312.1].

b. Vacancies.

Vacancies in the five (5) directors who are members of the Finance Committee shall be filled by the Executive Committee. Vacancies in the five (5) conference secretaries of Global Ministries representing the five (5) jurisdictions shall be filled by the respective jurisdictional association.

c. Duties.

The duties of the Advance Subcommittee are:

- (i) to assist the Finance Committee to promote projects of the Corporation and UMCOR as Advance Specials that are eligible to receive Advance Special Gifts;
- (ii) to review Advance Special Project applications and make recommendations to the Finance Committee; and
- (iii) to provide general oversight of Advance Special Projects.

The Advance Subcommittee shall make recommendations and report to the Finance Committee on all matters and shall not make any decisions that bind the board.

d. Quorum.

Two-thirds (2/3) of the number of Advance Subcommittee members entitled to vote shall constitute a quorum.

e. Meetings.

The Advance Subcommittee shall meet at such times and places as deemed necessary by the chairperson of the Finance Committee, the chairperson of the Advance Subcommittee, or the president of the Corporation, upon consultation with the general secretary.

D. The Personnel Committee.

1. Composition.

The Personnel Committee shall comprise no fewer than seven (7) nor more than nine (9) directors, including the president of the Corporation, except that if a discretionary member or members have been elected to the board as provided in Article III.B.1.f and Article III.B.2.c, the size of the Personnel Committee may be increased by one (1) person to add one (1) discretionary member.

The general secretary shall serve as the principal staff person of the Personnel Committee. Other staff members may be assigned as necessary.

2. Duties.

The duties of the Personnel Committee are to:

- a. develop and present to the board of directors for approval the personnel policies of the Corporation;
- b. review and monitor the administration of approved personnel policies;
- c. develop and recommend for approval, by the board of directors, job descriptions (including proposed revisions thereof) for all executive staff positions comprising the board Cabinet;
- d. receive the report of a search committee, which screens all applications and conducts all interviews of candidates, for all vacant elected executive staff positions comprising the board Cabinet;
- e. nominate to the board of directors for election, either for an original term or to fill a vacancy:
 - (i) persons for all elected executive staff positions comprising the board Cabinet [¶712]; and
 - (ii) additional executive staff who are elected by the board of directors and may be required. [¶712].

- f.
 - (i) Conduct an annual performance evaluation of the general secretary based on his or her progress in achieving the Corporation's quadrennial goals and objectives in the preceding year, and his or her performance of the duties assigned to him/her;
 - (ii) report a summary of the results of the performance evaluation to the Executive Committee; and
 - (iii) recommend one of the following courses of action to the board of directors:
 - (a) the continuation of the general secretary; or
 - (b) the non-continuation of the general secretary beyond the end of the quadrennium; or
 - (c) the termination of the general secretary prior to completion of his or her term of office.

- g.
 - (i) If the Personnel Committee shall recommend to the board of directors that the employment of the person serving as general secretary should not be continued or should be terminated prior to the completion of his or her term of office, when it makes its recommendation it also shall submit to the board of directors the name and credentials of one person who has the capacity, willingness and ability to serve as interim general secretary. The board of directors shall have the authority either:
 - (a) to accept the recommendation of the Personnel Committee to elect an interim general secretary and elect the person who has been identified by the Personnel Committee;
 - (b) to accept the recommendation of the Personnel Committee to elect an interim general secretary, but to request that the Personnel Committee search for and provide the name and credentials of an additional person whom the Personnel Committee believes to be qualified, willing and able to act; or
 - (c) to reject the Personnel Committee's recommendation and continue with the same person in the position of general secretary.

- (ii) If the board of directors determines that the employment of the person then serving as general secretary should be terminated and elects an interim general secretary, the interim general secretary shall serve a term that will expire when another general secretary has been duly elected by the board of directors in accordance with these bylaws.
 - (iii) If the position of general secretary shall become vacant by reason of resignation, death or disability, or if the general secretary is terminated for cause, and if the Personnel Committee determines that it is in the best interest of the Corporation to elect an interim general secretary before the next scheduled meeting of the full board of directors, the Executive Committee, on nomination by the Personnel Committee, may appoint a person to serve as interim general secretary until another general secretary has been duly elected by the board of directors in accordance with these bylaws.
- h. review the annual performance evaluations and recommendations of the general secretary regarding each elected staff person serving on the board Cabinet, and recommend to the board of directors the continuation, non-continuation beyond the end of the quadrennium, or termination prior to the completion of his or her term of office, of each; [¶711]
- i. review the report of the general secretary regarding the assignment of staff in emergency situations, and consult with persons within the Corporation and UMCOR, as appropriate, regarding the redeployment of staff resources in emergency situations;
- j. recommend annually, after consultation with the Finance Committee, whether salary increases should be given to executive staff and if so, the percentage of those increases;
- k. review and approve all executive staff salaries, and related benefits within any relevant denominational guidelines that may apply, based on the recommendation of the general secretary. The approval shall be submitted to the Finance Committee for its review, and then to the board of directors for final approval;
- l. in consultation with the Committee on the Elimination of Institutional Racism, ensure that all hiring practices and performance evaluations, and all staffing and salary recommendations, shall be conducted and implemented with the intent to eliminate institutional racism and within the guidelines of the Corporation's Affirmative Action Policy; and
- m. ensure that the established guidelines for maintaining inclusiveness in the Corporation and UMCOR, among staff and the directors, are carried out.

E. The Policy, Bylaws and Legislation Committee.

1. Composition.

The Policy, Bylaws and Legislation Committee shall comprise no fewer than seven (7) nor more than nine (9) directors, except that if a discretionary member or members have been elected to the board as provided in Article III.B.1.f and Article III.B.2.c, the size of the Policy, Bylaws and Legislation Committee may be increased by one (1) person to add one (1) discretionary member.

The general secretary, or a person named by the general secretary, shall serve as the principal staff person on the Policy, Bylaws and Legislation Committee. Other staff members may be assigned, as necessary.

2. Duties.

The duties of the Policy, Bylaws and Legislation Committee are to:

- a. except for the review of those policies which have been assigned in the bylaws to another committee, review all existing policies of the Corporation and UMCOR and propose revisions and/or additional policies for adoption by the board of directors;
- b.
 - (i) review the bylaws of the Corporation not less than once during each quadrennium;
 - (ii) initiate, receive, review, and coordinate with counsel and others, as necessary, proposals to revise the bylaws, and recommend bylaws revisions to the board of directors; and
 - (iii) circulate proposed bylaws revisions to all directors not less than thirty (30) days prior to any meeting of the board of directors.
- c. act in an advisory capacity to the Corporation and UMCOR on questions involving the correct application of bylaws provisions to operational issues;
- d. develop guidelines for the functioning of the governance structures of the Corporation and UMCOR;
- e. monitor all policy, bylaws and legislation proposals to the board of directors with reference to issues of inclusiveness;

- f. make recommendations for amendments to the Discipline and coordinate the Corporation's recommendations with other general agencies of The United Methodist Church; and
- g. coordinate with the Corporation's legal counsel in fulfilling the duties of the Policy, Bylaws and Legislation Committee.

F. *The Committee on the Elimination of Institutional Racism (sometimes, "CEIR").*
[¶716]

1. Composition; Chairperson.

CEIR shall comprise no fewer than eight (8) nor more than nine (9) directors, except that if a discretionary member or members have been elected to the board as provided in Article III.B.1.f and Article III.B.2.c, the size of CEIR may be increased by one (1) person to add one (1) discretionary member.

- a. CEIR shall choose a member, other than the president of the Corporation, to serve as chairperson.
- b. The general secretary, or a person assigned by him/her, shall serve as the principal staff person on CEIR. Other staff members may be assigned as necessary.

2. Duties.

The specific duties of CEIR to the Corporation, UMCOR, and The UMDF are:

- a. using tools such as "Indicators of Institutional Racism," to monitor their work and their implementation of ways and means to eliminate institutional racism;
- b. more specifically, to monitor the work of the Executive Committee and the other committees, and record facts related to their staffing, policies, procedures, and programs which reflect patterns, or the absence of patterns, of institutional racism;
- c. to develop a training program for the board of directors on issues of racism, with specific emphasis on ways and means to eliminate institutional racism; and,
- d. at least annually, to report to the board of directors regarding:
 - (i) empirical information compiled by CEIR from the work described in sub-paragraphs a and b;

- (ii) the progress of the Corporation, UMCOR and The UMDf with respect to the elimination of institutional racism; and
- (iii) CEIR's recommendations regarding the elimination of institutional racism.

G. The Audit Committee.

1. Composition and Terms of Office.

The Audit Committee shall comprise seven (7) persons as follows:

- a. a chairperson recommended by the president, the general secretary and the general treasurer/chief operating officer to the Nominations Committee for nomination as the chairperson of the Audit Committee;
- b. a director who serves on the Finance Committee;
- c. in addition to the chairperson, five (5) persons with expertise in the fields of audit and finance as defined in the GBGM Audit Charter, as it may be revised from time to time, of which not more than two (2) may be directors who serve on the Finance Committee. These persons shall be recommended by the Audit Committee to the Nominations Committee for nomination as members of the Audit Committee;
- d. The seven (7) members of the Audit Committee described in sub-paragraphs 1, 2 and 3 above shall not serve on the Audit Committee for a term of more than two (2) consecutive quadrennia.

2. Quorum.

Two-thirds (2/3) of the Audit Committee members entitled to vote shall constitute a quorum.

3. Vacancies

Vacancy in the office of chairperson shall be filled by the Executive Committee upon recommendation by the president, the general secretary and the general treasurer/chief operating officer. Vacancy in the office of the director representing the Finance Committee shall be filled by the Executive Committee. Vacancies in the five (5) persons with expertise in the fields of audit and finance shall be filled by the Executive Committee upon recommendation of the Audit Committee.

4. Limitations.

The Audit Committee shall have only the powers specifically delegated to it in these bylaws or by resolutions that have been duly adopted by the board of directors.

5. Meetings.

The Audit Committee shall meet on the dates scheduled for meetings of the Corporation and at such other times and places as deemed necessary by the chairperson of the Committee or the president, upon consultation with the general treasurer/chief operating officer.

6. Functions.

In general, the Audit Committee shall be responsible for acting on behalf of the board of directors to ensure the integrity of the financial statements and internal control systems of the Corporation, The UMDf and UMCOR.

7. Duties.

The specific duties of the Audit Committee to the Corporation, UMCOR, and The UMDf are to:

- a. oversee all material aspects of their accounting, auditing and reporting practices. The Audit Committee shall have full access to all books, records, facilities, and personnel of each of those corporations;
- b. assure the board of directors that processes, procedures and controls are functioning as intended and mechanisms are in place to report suspected fraudulent activity;
- c. assure the board of directors of each corporation that the respective corporations are in full compliance with applicable ethical, legal, and regulatory requirements;
- d. oversee the adoption of, implementation of, and compliance with the Corporation's conflict of interest and whistleblower policies [¶710.8; N-PCL §715-a and §715];
- e. oversee the performance of their respective internal audit functions; and
- f. ensure that functions of the Audit Committee are consistent with the requirements of the General Council on Finance and Administration.

8. Reporting.

The Audit Committee shall report to the board of directors at least annually.

ARTICLE VIII: PROGRAM COMMITTEES OF THE BOARD

There are two (2) program committees of the board: (i) the Committee on Mission Programs, and (ii) UMCOR.

The general provisions for administrative committees of the board as provided in Article VII.A shall apply to the program committees of the board, except that the word “administrative” shall be replaced with the word “program” to the extent the general provisions are incorporated into this Article VIII.

A. The Mission Programs Committee

1. Composition.

The Mission Programs Committee shall comprise not fewer than twenty (20) nor more than twenty-four (24) directors, except that if a discretionary member or members have been elected to the board as provided in Article III.B.1.f and Article III.B.2.c, the size of the Mission Programs Committee may be increased by one (1) person to add one (1) discretionary member.

2. Duties.

The duties of the Mission Programs Committee are to:

- a. receive, review and recommend items for action of the board;
- b. establish program policies;
- c. evaluate the Program Areas and sub-units;
- d. review and recommend the budget of Mission Programs;
- e. receive reports on mission relationships with partner churches and agencies, particularly with and among annual conferences;
- f. evaluate missional emphases of mission programs, with reference to denominational focus areas;

- g. evaluate and set policies regarding scholarships and leadership development, missionary service, and mission volunteer placement; and
- h. support the communication efforts of the Corporation and UMCOR within the board of directors, local churches, districts, and conferences.

B. UMCOR

UMCOR, a separate legal entity related to the Corporation, is a program committee of the board. UMCOR operates under its own set of bylaws (as may be amended from time to time) that includes provisions describing UMCOR's composition, duties and committees. UMCOR's responsibilities include the supervision of the Global Health programs.

ARTICLE IX: OFFICERS

A. Officers.

The officers of the Corporation are the president, the vice president, the general treasurer/chief operating officer, the corporate secretary, and such other persons as the directors may determine and elect. [¶1307; N-PCL §713]

B. Qualifications.

1. The directors shall elect the president, the vice president, and the corporate secretary from among the directors. [¶708]
2. The directors shall elect the general treasurer/chief operating officer who need not be elected from among the directors. [¶708]
3. The same person may not simultaneously serve in two (2) offices.

C. Term.

The term of office for each corporate officer shall be for the quadrennium or until his or her successor is elected. [¶¶708.1 and 1307; N-PCL §714].

D. Reliance [N-PCL §717].

In discharging his or her duties, an officer, when acting in good faith, may rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

1. one (1) or more officers or employees of the Corporation whom the officer believes to be reliable and competent in the matters presented;
2. counsel, public accountants or other persons as to matters which the officer believes to be within such person's professional or expert competence; or
3. a committee upon which he or she does not serve, duly designated in accordance with a provision of the Charter or the bylaws as to matters within its designated authority, which committee the officer believes to merit confidence, so long as in so relying he or she shall be acting in good faith and with that degree of diligence, care and skill which an ordinarily prudent individual would exercise under similar circumstances in a like position.

E. Conflicts of Interest; Loans Prohibited.

1. Conflicts.

Each officer shall be familiar with and observe the conflict of interest policy adopted by the board to ensure that he or she acts in the Corporation's best interest and complies with applicable legal requirements. [¶710.8; N-PCL §715-a and §715]

2. Loans.

The Corporation shall not lend money to an officer; nor shall it lend money to any entity in which one or more of the Corporation's officers has a substantial financial interest or is serving as an officer or director; *provided, however*, that this section shall not be interpreted to prohibit the Corporation from lending money to another charitable corporation. [N-PCL §716].

F. Vacancies.

1. Except as provided in Article IX.F.2., if a vacancy should occur in an officer position, it shall be filled by election at the next meeting of the directors on nomination of the Executive Committee.
2. A vacancy in the position of general treasurer/chief operating officer shall be filled on an interim basis by election of the directors on nomination and recommendation of the Personnel Committee, until a search committee is formed and produces a slate of suitable candidates for consideration and nomination by the Personnel Committee and election by the board to fill the position of general treasurer/chief operating officer on a regular basis as otherwise provided in these bylaws.

G. Duties.

1. President.

The president shall preside at all meetings of the directors, including meetings of the Executive Committee, and shall perform the duties usually required of this office.

2. Vice President.

In the absence of the president, the vice president shall preside over the meetings of the board of directors and the Executive Committee.

3. Corporate Secretary.

a. The corporate secretary shall work with a person designated by the general secretary to:

- (i) ensure that minutes of the board of directors and the Executive Committee are accurately transcribed and properly executed and that a complete and accurate set of those executed original written documents, together with electronically stored duplicates, are safely stored and maintained;
- (ii) ensure the safe maintenance of a complete and accurate set of the Corporation's corporate record, including without limitation, the bylaws and all of the principal agreements to which the Corporation is a party; and
- (iii) ensure that the Cabinet maintains a continuous record of the Corporation's advocacy roles, coalitions, and other organizations supported by membership or funds, and endorsement or opposition of federal or state legislation [¶718; see Article XI.B.5].

b. The corporate secretary has authority:

- (i) to certify actions taken by the directors or any committees, as required;
- (ii) to attest to the signature of the president, vice president, or general treasurer/chief operating officer, when required, and affix thereto the seal of the Corporation.

4. General Treasurer/Chief Operating Officer.

The general treasurer/chief operating officer shall:

- a. be the chief operating officer and the chief financial officer of the Corporation [¶703.7.e];
- b. report and account to the directors on matters of fiscal policy;
- c. report and account to the general secretary on administrative and fiscal matters;
- d. implement the financial policies of the directors;
- e. have the authority to invest and reinvest funds of the Corporation held for investment, and to contract with independent investment counsel or managers, banks, or trust companies, within:
 - (i) the guidelines of The United Methodist Church [¶717]; and,
 - (ii) the policies and guidelines adopted by the Finance Committee (see Article VII.C.4).
- f. receive the funds of the Corporation and disburse them in accordance with the policies and actions of the directors;
- g. coordinate, standardize, and supervise the accounting methods and procedures of the Corporation;
- h. provide information and advice to the Audit Committee and the Advance Subcommittee as requested by them;
- i. supervise the preparation of the financial reports of the Corporation and participate in their presentation and interpretation to the directors and to the Finance Committee;
- j. prepare and present an annual report to the directors concerning endowments and other assets held for specific purposes, including without limitation, the use made of these assets and of their income [N-PCL §513];
- k. assist the outside auditors of the Corporation, UMCOR, and The UMDP in any manner necessary to enable them to fulfill their duties regarding the financial affairs and related analyses of those corporations, including without limitation, providing them with data and other information;
- l. be responsible, under the direction of the Finance Committee, for the receipt, safekeeping, administration, investment, and expenditure of

any and all trust funds, endowment funds, institutional funds, and assets comprising the investment portfolio of the Corporation [¶704];

- m. serve as staff to the Finance Committee;
- n. fulfill the responsibilities described in Article XIII. (Real and Personal Property; Execution of Legal Documents) and Article XIV. (Emergency Release of Funds);
- o. execute documents on behalf of the Corporation; and
- p. serve in a non-voting capacity as:
 - (i) a director;
 - (ii) an ex officio director member of all units of the Corporation and their Executive Committees; and
 - (iii) a member of all committees.

ARTICLE X: NON-OFFICER STAFF

A. Elected Non-Officer Staff Positions.

1. Positions [¶¶713 and 714].

The elected non-officer staff positions are:

- a. a general secretary; and
- b. executive directors as needed.

2. General Secretary: Election; Term of Office; Vacancy.

The directors shall elect a general secretary to serve for the quadrennium upon nomination by the Personnel Committee. A vacancy in the position of general secretary shall be filled in the manner provided in Article VII.D.2. (g)(iii).

3. Executive Directors: Election; Term of Office; Vacancy.

The directors, upon nomination by the Personnel Committee in consultation with the general secretary, shall elect:

- a. persons to serve as executive directors for the quadrennium; and

- b. persons to fill vacancies in the positions of executive directors either on an interim basis or on a permanent basis.

4. Gender Representation.

A minimum of forty percent (40%) of all elected staff, including the officers, shall be women [¶1309.2.a)].

B. Appointed Staff Positions: Recording Secretaries; Assistant Recording Secretaries.

The general secretary, with the approval of the Cabinet, may appoint as many recording secretaries and assistant recording secretaries as he or she may think necessary to carry out the work of the Corporation.

C. Additional Staff.

The board may elect or appoint additional staff (identified by title, function and name) as may be necessary. [¶714].

D. Duties.

1. The General Secretary:

- a. is the Corporation's chief executive and chairperson of the Cabinet [¶703.7.a)];
- b. is the spokesperson for the Corporation and, communicates the theology of mission and the purpose of the Corporation to The United Methodist Church and the world;
- c. is the liaison of the Corporation to the World Methodist Council, the National Council of the Churches of Christ in the USA, and the World Council of Churches;
- d. with the assistance of the general treasurer/chief operating officer and the committees:
 - (i) facilitates the Corporation's long-range planning process; and
 - (ii) helps to develop, present and explain annually to the board of directors and to the General Council on Finance and Administration, the Corporation's program budget in a manner that reflects the Corporation's efficient use of the resources available to it;

- e. serves in a non-voting, ex-officio capacity, as:
 - (i) a director;
 - (ii) a member of all units of the board of directors and their Executive Committees; and
 - (iii) a member of all committees, but not as a member of the Audit Committee.

2. Executive Director.

Those persons serving as executive directors shall have administrative responsibilities as assigned to them by the general secretary, and shall be responsible to the general secretary. The executive directors shall be members of the board of directors without vote [¶703.7.b)].

3. Recording Secretaries and Assistant Recording Secretaries.

Each of the recording secretaries and assistant recording secretaries is authorized to:

- a. certify the identity of officers of the Corporation and their respective offices;
- b. certify the accuracy of the Corporation's certificate of Incorporation and the Corporation's bylaws;
- c. certify the adoption, validity, and accuracy of resolutions of the board of directors; and
- d. attest to the execution of documents by officers of the Corporation, and affix the corporate seal to those documents.

E. Conflicts of Interest.

Each non-officer staff person shall be familiar with and observe the conflict of interest policy adopted by the board to ensure that he or she acts in the Corporation's best interest and complies with applicable legal requirements. [¶710.8; N-PCL §715-a and §715]

ARTICLE XI: CABINET

A. Members.

1. There shall be a Cabinet composed of the general secretary, who shall serve as chairperson, the executive directors, the general treasurer/chief operating officer, and other executive staff as the general secretary in his or her sole discretion wishes to include.
2. A minimum of forty percent (40%) of the Cabinet level staff shall be women. [¶1309.2.a]

B. Functions and Responsibilities.

1. Management.

The Cabinet shall serve as the management team for the Corporation and UMCOR, and in the discharge of that responsibility, shall:

- a. monitor the implementation of the boards' policy decisions;
- b. conduct annual performance evaluations of all staff;
- c. establish high standards and best practices for the performance of the program and administrative units of the Corporation and UMCOR;
- d. review operations of the Corporation and UMCOR with special consideration given to personnel needs, including orientation and training;
- e. promote creative and effective working relationships throughout both corporations; and
- f. provide basic staff work in the development of a comprehensive plan for mission and the annual program budgets.

2. Coordination.

The Cabinet shall coordinate the programs of the Corporation and UMCOR and effectively administer those programs.

3. Program Research and Development.

With respect to the Corporation and UMCOR, the Cabinet shall utilize theological, professional, and technical resources to research and develop, for recommendation to the board of directors, ways and means to more

effectively deliver existing programs and develop new programs that will advance the program goals and focus areas of The United Methodist Church.

4. Financial Matters.

With regard to the fiscal affairs of the Corporation and UMCOR, the Cabinet shall receive and review reports from the general treasurer/chief operating officer regarding;

- a. the financial condition of those corporations;
- b. their budgets;
- c. the effectiveness of their internal controls; and
- d. his or her recommendations for revisions to their internal controls.

5. Record Maintenance.

The Cabinet shall be responsible for keeping a continuous record of:

- a. the Corporation's advocacy roles;
- b. coalitions in which the Corporation has participated; and
- c. organizations which it supports either through membership or with funds, endorsements, or opposition to federal or state legislation [¶718].

6. Miscellaneous.

The Cabinet shall perform any other function that may be reasonably required to administer the affairs of the Corporation and to implement the decisions of its board of directors.

C. Meetings.

Meetings of the Cabinet shall be scheduled by the general secretary, preferably monthly.

ARTICLE XII: INDEMNIFICATION AND INSURANCE

A. Indemnification.

Each director, officer and non-officer executive staff of the Corporation shall be indemnified by the Corporation against all claims, costs and expenses (including

attorneys' fees) actually and necessarily incurred by or imposed upon him or her in connection with the defense of any action, suit or proceeding to which he or she shall be made party by reason of his or her being or having been a director, officer or non-officer executive staff of the Corporation, whether or not he or she continues to be a director, officer or non-officer executive staff at the time of incurring such costs and expenses. Such indemnification shall be for the full extent set forth in the New York Not-For-Profit Corporation Laws, or any superseding statutes, but shall not apply in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful conduct or recklessness. [N-PCL §§721-725].

B. Insurance.

The Corporation shall have power to purchase and maintain insurance on behalf of any director, officer and non-officer executive staff against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of Article XII.A. [N-PCL §726].

ARTICLE XIII: REAL AND PERSONAL PROPERTY; EXECUTION OF LEGAL DOCUMENTS

A. Purchase, Sale or Transfer of Real Property [N-PCL §509].

1. Decisions Made Within Thirty (30) Days Before or After a Regular Meeting of the Board of Directors.

If a decision with respect to the mortgage, purchase, sale or other disposition of real property is to be made within thirty (30) days before or after a regular meeting of the board of directors, the decision shall be made by a majority vote of the entire board of directors on the recommendation of the Finance Committee.

2. Decisions Made More Than Thirty (30) Days Before or After a Regular Meeting of the Board of Directors.

- a. If a decision with respect to the mortgage, purchase, sale or other disposition of real property *constituting all, or substantially all, of the Corporation's assets* is to be made more than thirty (30) days before or after a regular meeting of the board of directors, the decision shall be made by a majority vote of the entire board of directors on the recommendation of the Finance Committee.

- b. If a decision with respect to the mortgage, purchase, sale or other disposition of real property *not* constituting all, or substantially all, of the Corporation's assets is to be made more than thirty (30) days before or after a regular meeting of the board of directors, the decision shall be made by a two-thirds (2/3) vote of all the members of the Executive Committee on the recommendation of the Finance Committee.
- c. All decisions made by the Executive Committee under this Article XIII.A.2. shall be reported to the full board of directors at its next meeting.

3. MAI Appraisal.

For any transaction contemplated under this Article XIII.A. involving the payment of consideration to or by the Corporation with regard to the purchase, sale or other disposition of real property, the general treasurer/chief operating officer shall obtain and deliver an MAI appraisal of the real property to the Finance Committee. On the basis of the opinions expressed in that appraisal, and after consultations with the general treasurer/chief operating officer, the Finance Committee shall recommend to the board of directors (or the Executive Committee in the case of decisions made under Article XIII.A.2.b.) the consideration that the Corporation should pay or receive in the transaction. The Corporation shall make a good faith effort to sell the property at its highest market value, and to purchase at the lowest price it can negotiate, and not more than the MAI appraised price.

B. Lease of Real Property.

1. Annual Rental Income under fifty thousand dollars (\$50,000).

- a. The general treasurer/chief operating officer, in consultation with legal counsel, shall have authority to approve and execute leases of real property on behalf of the Corporation as a Lessor if:
 - (i) the lease payments are made from a grant or the lease provides an annual rental income not exceeding fifty thousand dollars (\$50,000) to the Corporation; and,
 - (ii) the lease term (exclusive of any options to renew) does not exceed five (5) years.
- b. All decisions made by the general treasurer/chief operating officer under this Article XIII.B.1 shall be reported to the full board of directors at its next meeting.

2. Annual Rental Income in excess of fifty thousand dollars (\$50,000).

- a. The members of the Executive Committee, by two-thirds (2/3) vote of all of its members, in consultation with the general secretary and general treasurer/chief operating officer, shall have authority to approve all leases of real property having an annual rental income in excess of fifty thousand dollars (\$50,000).
- b. All decisions made by the Executive Committee under this Article XIII.B.2. shall be reported to the full board of directors at its next meeting.

C. Personal Property.

For all personal property that is held or to be held for investment, including, but not limited to bonds, debentures, mortgages, warrants, and mineral interests, the general treasurer/chief operating officer shall consult with the general secretary and the chairperson of the Finance Committee regarding the need for an appraisal prior to any sale or transfer of such personal property. If they determine an appraisal is not needed, the officers identified in Article XIII.E. are each authorized and empowered to purchase, assign, sell, pledge, or otherwise transfer such personal property on behalf of the Corporation. If the general treasurer/chief operating officer and general secretary determine that an appraisal should be obtained, the officers identified in Article XIII.E. are each authorized and empowered to purchase, assign, sell, pledge, or otherwise transfer such personal property on behalf of the Corporation at a price as close as practicable to or better than the appraised price, as the officers deem appropriate.

D. Administration of Donor Restricted Gifts.

With respect to any asset that has been given, granted, devised, bequeathed to, or otherwise obtained by the Corporation, subject to donor-imposed terms or conditions, the general treasurer/chief operating officer and general secretary shall ensure that the Corporation holds and administers those funds in a manner that strictly observes the donor's conditions or terms. [N-PCL §513]

E. Execution and Certification of Documents.

1. Execution.

Provided the foregoing provisions of this Article have been met, the president, the vice-president, and the general treasurer/chief operating officer or his/her designee are each authorized to execute documents related to the purchase, sale, assignment, lease, mortgage, release, acquisition, or transfer of any interest in real or personal property on behalf of the Corporation.

2. Certification.

The corporate secretary, any recording secretary, and any assistant recording secretary are each authorized and empowered to certify:

- a. the identity and respective titles of the persons who are officers of the Corporation;
- b. the accuracy of the bylaws, or any portion thereof;
- c. by attestation, the signatures of officers who have executed documents on behalf of the Corporation; and
- d. the accuracy of corporate resolutions adopted by the board of directors or the Executive Committee. Such certification shall be deemed conclusive of the facts recited in the certification by any transfer agent or other party that, in good faith, shall rely on it.

ARTICLE XIV: EMERGENCY RELEASE OF FUNDS

A. Processing the Request.

If a request is made to expend funds in excess of ten thousand dollars (\$10,000) to meet an emergency that occurs between meetings of the board of directors, the executive director of the unit requesting the funds shall notify the general treasurer/chief operating officer and the general secretary of the request and the reasons for it, and the general treasurer/chief operating officer shall deliver the information described in Article XIV.B. to the general secretary. If the general treasurer/chief operating officer, the general secretary, and the executive director shall determine that an emergency appears to exist and that they should propose that funds be released:

1. they shall convene a meeting of the chairperson, vice-chairperson, and secretary of the Finance Committee; the chairperson of Mission Programs; and the chairperson of the Subcommittee on Investments; and
2. if three (3) of the persons identified in the preceding subparagraph approve the release of funds, the general treasurer/chief operating officer may implement that approval.

B. Record of Requests.

For each such occurrence described in Article XIV.A., the general treasurer/chief operating officer shall record: (i) all other requests for emergency funds in excess of ten thousand dollars (\$10,000) made during the same fiscal year and the unit

that originated the request; (ii) the disposition of each request; and (iii) the rationale for the approval or denial of each request. The general treasurer/chief operating officer shall report that information to the Finance Committee at the time a current request is being considered.

C. *Maintaining Records of Requests.*

For each request described in Article XIV.A., the recording secretary or an assistant recording secretary shall take minutes of the entire discussion, noting who was present at the meeting and the action taken, and report the same to the directors at their next regularly scheduled meeting.

ARTICLE XV: SUSPENSION OF BYLAWS

A. *Supermajority Required.*

The Corporation's bylaws, or any section thereof, may be suspended at any meeting of the board of directors at which a quorum is met on the conditions that two-thirds (2/3) of the entire board of directors entitled to vote determine that an emergency exists and that the bylaws should be suspended.

B. *Emergency.*

The following matters shall not be deemed to constitute an emergency meriting the suspension of the bylaws under Article XV.A.:

1. failure to provide the required notice prior to amending bylaws; and
2. any action requiring a decision that is outside of the ordinary course of business of the Corporation.

ARTICLE XVI: AMENDMENTS TO BYLAWS

Amendments to these bylaws may be made by a two-thirds (2/3) vote of the entire board of directors at any duly called meeting after at least thirty (30) days' written notice of the proposed amendment(s) has been circulated to all directors.
[¶1304]

Approved by Global Ministries on August 22, 2016.