

BYLAWS
OF
UMCOR, INC.
(A Georgia Corporation)

Prepared By: Whiteman, Bankes & Chebot, LLC

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BYLAWS OF UMCOR, INC.

ARTICLE I PURPOSE

UMCOR, INC. (the “Corporation” or “UMCOR”) is organized exclusively for charitable, religious, educational, or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

In furtherance of its exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, the organization is organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of General Board of Global Ministries of The United Methodist Church (Inc.) (“Global Ministries”).

The Corporation shall carry out the functions and responsibilities given to it in its Certificate of Incorporation and The Book of Discipline of The United Methodist Church (“*The Discipline*”), as they may be amended from time to time, and in a manner consistent with the policies set by Global Ministries and in accordance with the bylaws of Global Ministries and UMCOR. [¶1330.b]

ARTICLE II MEMBERS

The Corporation is a charitable corporation organized under the Georgia Nonprofit Corporation Code, as amended (“GNCC”), and has no members.

ARTICLE III DIRECTORS

A. Election. At all times, at least sixty percent (60%) of the members of the Corporation’s Board of Directors (sometimes, the “Board”) must be appointed or elected by Global Ministries, an organization required to act in accordance with The Book of Discipline of The United Methodist Church. The Board shall comprise no fewer than thirteen (13) nor more than fifteen (15) individuals elected to serve as directors of Global Ministries and who are assigned to serve as directors of the Corporation pursuant to the provisions of *The Discipline*. [¶1311.4] The Board may comprise additional members if Global Ministries exercises its discretionary authority to elect directors to serve as directors of Global Ministries pursuant to ¶ 705.3.(b) of *The Discipline* [see Article III.B.1.f and III.B.2.c of Global Ministries’ bylaws], and if Global Ministries assigns any such directors to serve as directors of UMCOR, provided the number of directors does not exceed fifteen (15). UMCOR is a separately incorporated legal entity serving as a program committee of Global Ministries.

B. Qualification. All lay directors eligible to vote shall be professing members of the United Methodist Church and active in local churches [¶705], and except as otherwise provided in these bylaws (the “Bylaws”), shall have attained the age of eighteen (18) by the time their term as director begins. [GNCC §14-3-802; ¶256.3]

C. Gender Composition. A minimum of one-half (1/2) of the directors should be women. [¶1311.3]

D. Term. The term for directors shall begin at the Organizational Meeting (as defined below in Article IV.A). The organizational meeting of Global Ministries 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] Subject to the provisions of *The Discipline*, the term for directors of the Corporation shall continue through the four (4) year quadrennium until the next quadrennial organizational meeting of Global Ministries is held, and until their successors are elected as directors of Global Ministries, assigned to UMCOR, and elected as directors of UMCOR at the Organizational Meeting. Directors of Global Ministries, and hence directors of the Corporation, may not serve as such longer than the terms permitted by *The Discipline*. [¶710.4]

E. Duties. The directors shall manage the business and affairs of the Corporation. [GNCC §14-3-801]

F. Reliance. [GNCC §14-3-830]. 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 or more officers or employees of the Corporation, whom the director reasonably believes to be reliable and competent in the matters presented;
2. counsel, public accountants or other persons as to matters which the director reasonably believes to be within such person’s professional or expert competence;
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 Certificate of Incorporation or the Bylaws as to matters within the committee’s designated authority, which committee the director reasonably 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; or
4. religious authorities, ministers, or other persons whose positions or duties in the Corporation the director believes justify reliance and confidence.

A director is not entitled to rely if he or she has knowledge concerning the matter in question that makes reliance otherwise permitted by this section unwarranted.

G. Vacancies. Vacancies among the directors shall be filled pursuant to *The Discipline* [¶ 712] as it may be amended from time to time, subject to election by the full board of directors. [GNCC §14-3-811].

H. Powers Reserved to Directors. Authority as to the following matters rests solely with the board of directors and may not be assumed by any committee:

1. the filling of vacancies in the board of directors or in any committee. [GNCC §14-3-825(e)(3)].
2. the amendment, suspension or repeal of the Bylaws or the adoption of new Bylaws. [GNCC §14-3-825(e)(4) as to adoption, amendment and repeal only].
3. the amendment or repeal of any resolution of the board of directors which by its terms is not so amendable or repealable.
4. the approval of grant funding in excess of one hundred thousand dollars (\$100,000).

I. Compensation; Conflicts of Interest; Loans.

1. Compensation. In accord with *The Discipline*, no person who receives compensation for services or commissions of any kind from Global Ministries or any of its affiliated agencies, including without limitation, the Corporation, shall be eligible for voting membership on the board of directors. [¶ 710.7] This provision does not bar compensation paid to members of the Committee on Audit who do not hold voting membership on the board.
2. Conflicts of Interest. 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; GNCC §§14-3-860-865].
3. 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.

ARTICLE IV ORGANIZATIONAL MEETING

A. Date. The directors of the Corporation shall meet immediately upon being elected to serve as directors of Global Ministries and assigned to serve as directors of UMCOR at the organizational meeting of Global Ministries. This meeting of the directors of the Corporation shall be its organizational meeting (the "Organizational Meeting"), which shall be held in connection with the organizational meeting of Global Ministries at such time and place as determined by the directors of Global Ministries.

B. Election and Assignment of Directors, Officers and Non-Officer Executive Staff. The order of business for the Organizational Meeting shall include, without limitation:

1. confirming the appointment for the quadrennium of:
 - a. a chairperson, who shall be the director elected by Global Ministries to serve as the chairperson of UMCOR;
 - b. a vice-chairperson, who shall be a director of the Corporation, elected by UMCOR;
 - c. a treasurer, who shall be the general treasurer/chief operating officer or a Finance Director of Global Ministries, elected by UMCOR;
 - d. a recording secretary, who shall be a director of the Corporation, elected by UMCOR; and
 - e. such other officers as the directors of the Corporation may determine are necessary.
2. recommending to the Global Ministries' directors for election or appointment annually of any assistant recording secretary(ies);
3. recommending to the Global Ministries' directors for election or appointment of such other non-officer executive staff as may be necessary; and
4. election for the quadrennium of directors to the committees.

C. Other Business. The Organizational Meeting may address such other business as may be properly before it.

ARTICLE V MEETINGS AND 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 (the "Spring Meeting"). The Annual Fall Meeting and the Spring Meeting of the directors shall be

held in connection with the annual fall meeting and the spring meeting of the directors of Global Ministries at such times and at such places as determined by the board of directors of Global Ministries.

B. Special Meetings. Special meetings of the board of directors shall be called by a simple majority of the directors present and voting at any meeting of the board, with at least two (2) days' notice [GNCC §14-3-822(b)]; or on written petition of one-third of the directors of the board then in office, with at least thirty (30) days' written notice to the others; or with at least thirty (30) days' written notice by the chairperson after consultation with the Executive Director [see Article IX.B.].

C. Absences from Meetings. Directors who are absent from two (2) consecutive meetings without a reason acceptable to the board of directors, may be removed by a majority vote of the board [GNCC §14-3-808; ¶710.10] and the vacancy shall be filled in accord with the provisions of Article III.G.

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. Directors of the board and members of any UMCOR committee who are not physically present at a meeting of the board or a committee may participate in the meeting by means of conference telephone or similar communications equipment or technologies, electronic video screen or any means of communication, provided that all persons participating in the meeting are able to hear each other at the same time and each person can participate in all matters before the board or committee, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the board or committee. Participation by such means shall constitute presence in person at a meeting. [GNCC §14-3-820].

F. Mail Ballot. Any action required or permitted to be taken by the board of directors or any committee may be taken without a meeting, provided that all members eligible to vote provide their written or electronic consent to the adoption of a resolution authorizing the action. The *consent must describe the action taken and be executed* by the member either 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 person. The resolution and the written and electronic consents shall be filed with the minutes of the proceedings of the board or committee. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form. [GNCC §14-3-821].

G. Closed Meetings. In accord with *The Discipline* as it may be amended from time to time, all meetings of the board of directors, its 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 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 public immediately upon its conclusion or as soon as practicable thereafter. [¶722]

ARTICLE VI PROGRAMS

UMCOR's program work is developed in close collaboration with Global Ministries. Although UMCOR is a separate legal entity with its own board of directors, it is a program committee of Global Ministries. UMCOR's program work is grouped broadly into the areas of: Disaster Response, International Development, and Health (collectively, the "Programs"). The general provisions applicable to the Programs are described below.

A. Composition and Responsibilities. The general secretary of Global Ministries ("GS") (see Article IX.A), executive director of GBGM (henceforth referred to as the "Executive Director") assigned to UMCOR (see Article IX.B), and treasurer (see Article VIII) shall have responsibility for the Programs and shall have the authority and responsibility to establish an administrative structure that will enable the Programs to be implemented effectively. The GS, Executive Director, and treasurer shall revise and restructure the administrative structure as they shall determine is necessary or advisable for the proper administration of the Programs.

B. Duties.

1. The GS, Executive Director, and treasurer shall have the authority and responsibility to develop and recommend to the board of directors for approval:
 - a. policies to identify programs of The United Methodist Church, state and federal governments, Church World Service, the American Red Cross, and other outside agencies that advance the purposes of the Programs;
 - b. policies to strengthen relationships with program coordinators and committees of other organizations within The United Methodist Church, state and federal governments, Church World Service, the American Red Cross, and other outside agencies that advance the purposes of the Programs;
 - c. policies to facilitate the development of strategies within Global Ministries to identify and meet Program needs;
 - d. policies and Program priorities that will define the role of The United Methodist Church in meeting Program needs in coordination with outside agencies;

- e. policies to strengthen relationships with annual conference program committees that advance the purposes of the Programs;
 - f. policies for Global Ministries to receive, review, evaluate and recommend selected proposals for funding Program related projects that assist local communities (both in the U.S. and in developing countries, as applicable) to improve their economic, social, and political capabilities.
 - g. policies for opening and closing domestic and overseas field offices in locations in which UMCOR conducts Program related activities;
 - h. policies for registering UMCOR in locations in which it conducts Program related activities; and
 - i. policies for the effective operation of the Programs.
2. The Executive Director and treasurer shall submit to the board at each of its regular meetings, and when the directors shall request them at any special meetings, reports describing the Programs and their related financial activities. The Executive Director and treasurer shall submit to the Executive and Emergency Funding Committee, upon its request, the reports described in the preceding sentence.

ARTICLE VII COMMITTEES

A. General Provisions. The board may appoint individuals who are not currently members of the board, but who formerly were members of the board of the Corporation, as voting members of committees of the board. [GNCC §14-3-825]. Except as provided in this Article, the board shall determine the method of membership of committees, and the board must approve the selection of the members.

1. Creation. There shall be an Executive and Emergency Funding Committee; a Committee on Finance; a Committee on Policy, Bylaws and Legislation; and a Committee on Audit. Additional committees may be established by the board as deemed desirable.

2. Limitations. Committees of the Corporation shall have only the powers specifically delegated to them by the board of directors. They shall not have the authority to bind the board.

B. Executive and Emergency Funding Committee. There shall be an Executive and Emergency Funding Committee as described below.

1. Composition. The Executive and Emergency Funding Committee shall consist of five (5) persons comprising the following:

- a. three (3) members of Global Ministries' Finance Committee from UMCOR, all three (3) of whom shall be appointed by Global Ministries' Finance Committee and elected by the board of directors of the Corporation; and
- b. two (2) other directors of the Corporation who are named and elected by the board of directors of the Corporation.

2. Limitations. The Executive and Emergency Funding Committee shall not have authority:

- a. to remove directors or committee members or to fill vacancies in the board of directors or in any committee [¶ 712];
- b. to amend, suspend or repeal the Bylaws or adopt new Bylaws; nor
- c. to amend or repeal any resolution of the board of directors which by its terms shall not be so amendable or repealable.

3. Functions.

- a. Executive Authority. For the purpose of exercising the powers of the board of directors *ad interim*, the Executive and Emergency Funding Committee shall, without limitation (except as described in Article VII.B.2 above):
 - i. By approval of at least four (4) of the five (5) members of the committee, in consultation with the GS, Executive Director, and treasurer, have the authority to purchase, sell, mortgage, exchange or otherwise dispose of real property *not* constituting all, or substantially all, of the Corporation's assets, but only if the date of purchase, sale or transfer is not within thirty (30) days of any regular meeting of the board of directors.

For any transaction contemplated under this Article VII.B.3.a.i involving the payment of consideration to or by the Corporation with regard to the purchase, sale or other disposition of real property, the treasurer shall obtain and deliver an appraisal of the real property to the Finance Committee. The appraisal shall be provided by an appraiser who is a Member of the Appraisal Institute (MAI). On the basis of the opinions expressed in that appraisal, and after consultations with the treasurer, the Finance Committee shall recommend to the board of directors (or the Executive and Emergency Funding Committee in the case of decisions made under

this Article VII.B.3.a.i.) 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.

- ii. By approval of at least four (4) of the five (5) members of the committee [see note above in Subsection B.3.a.i of this Article], in consultation with the GS, Executive Director, and treasurer, have the authority to approve leases of real property with an annual rental income exceeding fifty thousand dollars (\$50,000) of the Corporation's funds (i.e., not from grants); provided such leases *do not* constitute all, or substantially all, of the Corporation's assets; [N.B., subject to Article XI.B.1, the treasurer of the Corporation has limited authority to approve and sign certain leases of real property if lease payments are made from a grant or the lease provides an annual rental income not exceeding fifty thousand dollars (\$50,000) of the Corporation's funds.]
 - iii. Report to the full board of directors at its next meeting all decisions made by the committee under Article VII.–B.3.a.i - ii; and
 - iv. Carry out such other duties as the board may delegate to it.
- b. Emergency Funding.
- i. The Executive and Emergency Funding Committee shall have the authority to approve the release of funds in excess of ten thousand dollars (\$10,000) required for emergencies relating to the Corporation which occur between regular meetings of the Corporation.

Prior to approving the release of any funds, the committee must determine that all of the following conditions have been met:

- A) an emergency exists;
- B) a response is necessary before the next regular meeting of the board;
- C) the release of funds will further the policies of the Corporation; and
- D) after consultation with the treasurer of the Corporation, the Corporation has sufficient funds available for an emergency release of funds.

Approval of at least three (3) of the five (5) members of the committee shall be necessary for the release of such funds.

ii. Upon approval of each release of funds, the Executive and Emergency Funding Committee shall:

- A) provide to the treasurer a written confirmation of approval of the release of funds signed by each of the members who approved such release (email is acceptable); and
- B) report all releases of funds to the Committee on Finance [see Article VII.C] to be reported to the directors of the Corporation at the next board meeting.

4. Vacancies. The directors shall confirm and elect persons who have been nominated by Global Ministries' directors to fill vacancies on the Executive and Emergency Funding Committee. If the position that is vacant was held by a director nominated by Global Ministries' Finance Committee, that committee shall nominate another director from its number to serve on the Executive and Emergency Funding Committee. If the position that is vacant was held by a director named by UMCOR, it shall nominate another director from its number to serve on the Executive and Emergency Funding Committee.

5. Meetings. Subject to Article V, the Executive and Emergency Funding Committee shall meet between regular meetings of the board at such times, places and methods as deemed necessary by the chairperson, upon consultation with the Executive Director and treasurer.

5. Quorum. All five (5) members of the Executive and Emergency Funding Committee shall constitute a quorum.

C. Committee on Finance.

- 1. Composition; Functions; Specific Duties. The members of Global Ministries' Finance Committee shall compose UMCOR's Committee on Finance, and shall have the same duties and authority with respect to the Corporation as they have with respect to Global Ministries under its bylaws. The Committee on Finance shall make recommendations to the board of directors for action/approval.
- 2. Vacancies. The directors shall confirm and elect persons to the Committee on Finance who have been nominated by Global Ministries' directors to fill vacancies on Global Ministries' Finance Committee.
- 3. Meetings. The Committee on Finance shall meet on such dates and at such times and places as provided in the bylaws of Global Ministries for meetings

of the Finance Committee of Global Ministries, as may be amended from time to time.

4. Quorum. A quorum of the Finance Committee of Global Ministries established in accord with the bylaws of Global Ministries, as may be amended from time to time, shall constitute a quorum at meetings of the Committee on Finance.

D. Committee on Policy, Bylaws and Legislation.

1. Composition; Functions; Specific Duties. The members of Global Ministries' Policy, Bylaws and Legislation Committee shall compose UMCOR's Committee on Policy, Bylaws and Legislation, and shall have the same duties and authority with respect to the Corporation as they have with respect to Global Ministries under its bylaws. The Committee on Policy, Bylaws and Legislation shall make recommendations to the board of directors for action or approval.
2. Vacancies. The directors shall confirm and elect persons to the Committee on Policy, Bylaws and Legislation who have been nominated by Global Ministries' directors to fill vacancies on Global Ministries' Policy, Bylaws and Legislation Committee.
3. Meetings. The Committee on Policy, Bylaws and Legislation shall meet on such dates and at such times and places as provided in the bylaws of Global Ministries for meetings of the Policy, Bylaws and Legislation Committee of Global Ministries, as may be amended from time to time.
4. Quorum. A quorum of the Policy, Bylaws and Legislation Committee of Global Ministries established in accord with the bylaws of Global Ministries, as may be amended from time to time, shall constitute a quorum at meetings of the Committee on Policy, Bylaws and Legislation.

E. Committee on Audit.

1. Composition; Functions; Specific Duties. The members of Global Ministries' Committee on Audit shall compose UMCOR's Committee on Audit, and shall have the same duties and authority with respect to the Corporation as they have with respect to Global Ministries under its bylaws. The Committee on Audit shall make recommendations to the board of directors for action/approval.
2. Vacancies. The directors shall confirm and elect persons who have been nominated by Global Ministries' directors to fill vacancies on the Committee on Audit.

3. Meetings. The Committee on Audit shall meet on such dates and at such times and places as provided in the bylaws of Global Ministries for meetings of the Committee on Audit of Global Ministries, as may be amended from time to time.
4. Quorum. A quorum of the Audit Committee of Global Ministries established in accord with the bylaws of Global Ministries, as may be amended from time to time, shall constitute a quorum at meetings of the Committee on Audit.

ARTICLE VIII OFFICERS

A. Officers. The corporate officers shall be a chairperson, a vice-chairperson, a treasurer, and a recording secretary. In addition, there may be such other officers as the directors may determine and elect. [GNCC §14-3-840].

B. Manner of Election; Qualification.

1. The directors shall confirm the appointment for the quadrennium of the person elected by Global Ministries to serve as the chairperson of UMCOR. The chairperson shall be a director of the Corporation.
2. The directors shall elect for the quadrennium a vice-chairperson of UMCOR. The vice-chairperson shall be a director of the Corporation.
3. The directors shall elect quadrennially a treasurer of UMCOR, who shall be the general treasurer/chief operating officer or a Finance Director of Global Ministries. The treasurer shall be an ex officio director of the Corporation, without vote.
4. The directors shall elect quadrennially a recording secretary of UMCOR, who shall be a director of the Corporation. The offices of chairperson and recording secretary may not be held by the same person.
5. The directors may elect such other officers as they deem appropriate. [¶708.2]

C. Term. The term of office for the corporate officers shall be for the quadrennium, or until their successors are elected. [¶708.3]

D. Reliance. 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 or more officers or employees of the Corporation whom the officer reasonably believes to be reliable and competent in the matters presented; or
2. counsel, public accountants or other persons as to matters which the officer reasonably believes to be within such person's professional or expert competence. [GNCC §14-3-842].

E. Conflicts of Interest; Loans.

1. Conflicts of Interest. 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; GNCC §14-3-865].
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 an officer or director; *provided, however,* that this section shall not be interpreted to prohibit the Corporation from lending money to another charitable corporation.

F. Vacancies. If a vacancy should occur in an officer position, it may be filled by election at the next meeting of the directors in accord with the bylaws of Global Ministries, as may be amended from time to time.

G. Duties.

1. Chairperson. The chairperson shall preside at all meetings of the board of directors and shall be a member *ex-officio* of all committees.
2. Vice-Chairperson. In the absence of the chairperson, the vice-chairperson shall preside over the meetings of the board of directors.
3. Treasurer. The treasurer shall:
 - a. be the chief financial officer of the Corporation;
 - b. report and account to the Committee on Finance and the board on matters of fiscal policy;
 - c. implement the financial policies of the board;
 - d. receive the funds of the Corporation and disburse them in accordance with the policies and actions of the board;

- e. coordinate, standardize, and supervise the accounting methods and procedures of the Corporation;
 - f. provide information and advice to the Committee on Audit and the Executive and Emergency Funding Committee as requested by them;
 - g. supervise the preparation of the financial reports of the Corporation and participate in their presentation and interpretation to the board and the Committee on Finance;
 - h. prepare and present an annual report to the board of directors concerning assets held for specific purposes and the use made of these assets and of their income;
 - i. assist the Corporation's and Global Ministries' outside auditors in any manner necessary to enable them to fulfill their duties respecting the Corporation's financial affairs and related analyses, including, without limitation, the providing of data and other information;
 - j. be responsible, under the direction of the Committee on Finance and the board, for the receipt, safekeeping, administration, and investment of any and all trust funds, endowment funds, institutional funds, and assets comprising the investment portfolio of the Corporation;
 - k. serve as staff of the Committee on Finance;
 - l. fulfill the treasurer's responsibilities as set forth in Article XI (Transfer of Assets), including, without limitation, in consultation with legal counsel, the authority described in Article XI.B.1 to approve and sign leases of real property if (i) lease payments are made from a grant or the lease produces an annual rental income not exceeding fifty thousand dollars (\$50,000) of the Corporation's funds (i.e., not from grants) and (ii) the lease term (exclusive of any options to renew) does not exceed five (5) years; and
 - m. serve in a non-voting capacity as: i.) an ex officio director of the Corporation; and ii.) a member of the Executive and Emergency Funding Committee and all program units and committees.
4. Recording Secretary. The recording secretary shall:
- a. see to the proper execution of the minutes of the meetings of the board and all committees, and safely maintain at the principal office of the Corporation a complete and accurate set of those executed original written documents, signed by the presiding officer and the secretary of the meetings, together with electronically stored duplicates; [GNCC §14-3-840(c)].

- b. safely maintain at the principal office of the Corporation a complete and accurate set of the Corporation's corporate records, including without limitation, the Bylaws and all of the principal agreements to which the Corporation is a party;
- c. certify to actions taken by the directors or any committees, as required;
- d. attest the signature of the chairperson, vice-chairperson, or treasurer, when required and affix thereto the seal of the Corporation;
- e. keep 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] and
- f. discharge such other duties as the directors may assign from time to time.

ARTICLE IX APPOINTED OR ELECTED NON-OFFICER EXECUTIVE STAFF

A. General Secretary. The board of directors of Global Ministries elects a GS in accordance with the bylaws of Global Ministries [see Article X.A.2 of Global Ministries' bylaws]. The GS is the chief executive of Global Ministries and its committees, including but not limited to UMCOR, except the Audit Committee. The GS shall be an ex-officio director of the Corporation without vote.

B. Executive Director. Global Ministries shall assign an executive director of GBGM to serve as the Executive Director of UMCOR. [¶714]

1. Term. The Executive Director shall serve for the quadrennium or until his or her successor is appointed by Global Ministries [see Article X.A.3 of Global Ministries' bylaws].
2. Vacancy. Global Ministries shall fill any vacancy in the Executive Director position.
3. Duties. The Executive Director shall have administrative responsibilities as assigned by the GS, including reporting to the board of directors of the Corporation, and shall be responsible to the board of directors of the Corporation and to the board of directors of Global Ministries, and shall be supervised by the GS. The Executive Director shall be an ex-officio director of the Corporation without vote.

C. Finance Director. Finance Director is a staff position responsible for Treasury functions that reports to the General Treasurer/Chief Operating Officer.

D. Assistant Recording Secretary(ies). The directors may recommend to the Global Ministries directors one (1) or more assistant recording secretaries for election or appointment annually. The assistant recording secretary(ies) shall not be a director of the Corporation.

1. Term. The term of office for the assistant recording secretary(ies) shall be one (1) year or until his or her successor is elected.
2. Vacancy. In the event of any vacancy in the assistant recording secretary(ies) position, the directors shall at the next meeting recommend a replacement to the Global Ministries directors for election or appointment.
3. Duties. The assistant recording secretary(ies) shall:
 - a. assist the recording secretary in all functions; and
 - b. discharge, in the absence or disability of the recording secretary, the duties of that office and render such further service as the directors may direct.

E. Additional Staff. The directors may recommend additional staff (by title, function and name) to the Global Ministries directors for election or appointment as may be necessary. [¶714]

F. Conflicts of Interest. Each non-officer executive staff 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; GNCC §§14-3-860 - 865].

ARTICLE X 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 Georgia Nonprofit Corporation Code. [GNCC §§14-3-850 - 856].

B. Insurance. The Corporation may purchase and maintain insurance on behalf of an individual who is a director, officer, partner, trustee, employee, or agent of another domestic or foreign business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan, or other entity against liability asserted against or incurred by the individual in that capacity or arising from the individual's status as a director, officer,

employee, or agent, whether or not the Corporation would have power to indemnify or advance expenses to the individual against such liability under the provisions of Section A of this Article. [GNCC §14-3-857].

ARTICLE XI TRANSFER OF ASSETS

A. Purchase, Sale or Transfer of Real Property. The purchase, sale, mortgage, exchange or other disposition of real property to or from the Corporation is subject to the following:

1. Regular Meetings of the Board of Directors. If the date of purchase, sale, mortgage, exchange or other disposition of real property is within thirty (30) days of a regular meeting of the board of directors, a decision to purchase, sell, mortgage, exchange or otherwise dispose of real property to or from the Corporation shall be made by the board of directors at its regular meeting in the following manner:
 - a. The Committee on Finance, upon recommendation of the treasurer, GS or Executive Director of the Corporation, shall review and recommend to the board of directors the (i) sale or other disposition of real property from the Corporation after appraisal at a price as close as practicable to or better than the appraised price and (ii) the purchase or transfer of real property to the Corporation; and
 - b. The board can approve a purchase, sale, mortgage, exchange or other disposition of real property *not* constituting all, or substantially all, of the Corporation's assets by a majority vote of the full board of directors. However, the board can approve a purchase, sale, mortgage, exchange or other disposition of real property *constituting all, or substantially all, of the Corporation's assets* only by a two-thirds (2/3) vote of the full board of directors.
2. Between Regular Meetings of the Board of Directors. All other decisions to purchase, sell, mortgage, exchange or otherwise dispose of real property must be approved in the following manner:
 - a. By at least four (4) of the five (5) members of the Executive and Emergency Funding Committee, in consultation with the GS, Executive Director, and treasurer, for a purchase, sale, mortgage, exchange or other disposition of real property *not* constituting all, or substantially all, of the Corporation's assets.

All decisions made by the Executive and Emergency Funding Committee under this Article XI.A.2.a. shall be reported to the full board of directors at its next meeting.

- b. By a two-thirds (2/3) vote of the full board of directors for a purchase, sale, mortgage, exchange or other disposition of real property *constituting all, or substantially all, of the Corporation's assets.*
3. MAI Appraisal. For any transaction contemplated under this Article XI.A. involving the payment of consideration to or by the Corporation with regard to the purchase, sale, exchange or other disposition of real property, the treasurer 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 treasurer, the Finance Committee shall recommend to the board of directors (or the Executive and Emergency Funding Committee in the case of decisions made under Article XI.A.2.a.) 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. The lease of real property to or from the Corporation is subject to the following:

1. The treasurer, in consultation with legal counsel, shall have the authority to approve and sign leases of real property if (i) lease payments are made from a grant or the lease provides an annual rental income not exceeding fifty thousand dollars (\$50,000) of the Corporation's funds (i.e., not from grants) and (ii) the lease term (exclusive of any options to renew) does not exceed five (5) years.
2. By approval of at least four (4) of its five (5) members, the Executive and Emergency Funding Committee, in consultation with the GS, Executive Director, and treasurer, shall have the authority to approve all other leases of real property *not* constituting all, or substantially all, of the Corporation's assets. However, the board can approve a lease of real property *constituting all, or substantially all, of the Corporation's assets* only by a two-thirds (2/3) vote of the full board of directors. [See note above in Article XI.A.1.b.]
3. All decisions made by the treasurer under Article XI.B.1., and all decisions made by the Executive and Emergency Funding Committee under Article XI.B.2., shall be reported to the full board of directors at its next meeting.

C. Personal Property. For all personal property not held or not yet held for investment at the time it comes to the Corporation, including but not limited to bonds, debentures, mortgages, warrants, and mineral interests, the treasurer shall consult with the GS and Executive Director 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 Section D of this Article are each authorized and empowered to

purchase, assign, sell, pledge, or otherwise transfer such personal property on behalf of the board of directors. If the treasurer, GS, and Executive Director determine that an appraisal is needed, the officers identified in Section D of this Article are each authorized and empowered to (i) sell, pledge, or otherwise transfer such personal property from the Corporation on behalf of the board of directors at a price as close as practicable to or better than the appraised price and (ii) purchase or transfer such personal property to the Corporation, as the officer deems appropriate. Where such property was acquired through will or gift, the treasurer, GS, and Executive Director shall strictly observe any conditions or terms imposed by the grantor in the will or gift instrument.

D. Authorization to Execute Instruments. Provided the foregoing provisions of this Article have been met, the chairperson, the vice-chairperson, and the treasurer or his or her designee are each authorized and empowered to execute documents related to the purchase, sale, assignment, lease, mortgage, release or otherwise related to acquisitions or transfer of any interest in real or personal property on behalf of the board of directors. As necessary, the recording secretary or an assistant recording secretary may certify the identity of the individuals in those offices and/or the accuracy of the Bylaws so permitting execution by them, and/or attest the execution by those officers and affix the corporate seal. Such certification shall be deemed conclusive of that fact by any transfer agent or other party involved in the transfer.

ARTICLE XII SUSPENSION OF BYLAWS

A. Supermajority Required. The 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 Section A of this Article:

1. Failure to provide the required notice prior to amending Bylaws;
2. Any action requiring a decision that is outside of the ordinary course of business of the Corporation.

ARTICLE XIII AMENDMENTS TO BYLAWS

Amendments to these Bylaws may be made: (i) 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] and (ii) with the approval of the board of directors of Global Ministries.

These Bylaws were unanimously approved on October 12, 2017, respectively, by the Board of Directors of UMCOR, Inc., now known as United Methodist Committee on Relief of Global Ministries (Inc.), and the Board of Directors of General Board of Global Ministries of The United Methodist Church (Inc), formerly known as Global Ministries, Inc. at their regularly scheduled meetings.

Dated: October , 2017

Roland Fernandes
Treasurer
United Methodist Committee on Relief of Global Ministries (Inc.)

Roland Fernandes
Chief Operating Officer and General Treasurer
General Board of Global Ministries of The United Methodist Church (Inc.).