

BYLAWS

OF

**UNITED METHODIST
COMMITTEE ON RELIEF OF
GLOBAL MINISTRIES (INC.)
(A Georgia Corporation)**

Adopted on October 21, 2022

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**BYLAWS OF UNITED METHODIST COMMITTEE ON RELIEF (INC.)
OF GLOBAL MINISTRIES (INC.)**

**ARTICLE I
PURPOSE**

The United Methodist Committee on Relief of Global Ministries (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, UMCOR is organized and operated exclusively for the benefit of, to perform the functions of, and to carry out the purposes of the 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; cited to as ¶ 1315*”), 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. [¶1315]

**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.** The Corporation’s Board of Directors (sometimes, the “Board”) shall consist entirely of those elected and appointed by Global Ministries, an organization required to act in accordance with *The Discipline*. [¶1315.1.b]. 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 by the Global Ministries board 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 the Global Ministries board 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 that the total number of UMCOR directors does not exceed fifteen (15). UMCOR is a separately incorporated legal entity serving as a program committee of Global Ministries. [See Art. VIII.B. of Global Ministries’ bylaws].
- B. Qualifications.** 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 *The Discipline* and these bylaws, shall have attained the age of eighteen (18) by the

time their term as director begins. [¶¶705, 256.3; GNCC §14-3-802.]

C. Gender Composition. A minimum of one-half (1/2) of the directors should be women. [¶¶ 705,1311.3; Art. III.D of Global Ministries' bylaws.]

D. Term. The term of 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. [¶ 707.1] 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; or
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; 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 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. [Art. III.H.3 of Global Ministries' bylaws; GNCC § 14-3-811].

H. Powers Reserved to Directors. Authority as to the following matters rests solely with the UMCOR 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; see Art. III.I.1 of Global Ministries bylaws)];
2. the amendment, suspension, or repeal of the UMCOR 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;
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 conflicts of interest policy adopted by the board on October 21, 2022, and as it shall be amended from time-to-time, 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. Confirming or Electing and Assigning Directors and Officers

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; and
- b. a treasurer, who shall be the treasurer of Global Ministries and UMCOR, elected by the board of Global Ministries,
2. *electing* for the quadrennium:
- a. a vice-chairperson, who shall be a director of the Corporation, elected by UMCOR;
 - b. a corporate secretary, who shall be a director of the Corporation, elected by UMCOR
 - c. one or more recording secretaries to work with the corporate secretary who need not be directors; and
 - d. such other officers as the directors of the Corporation may determine are necessary.
- 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”), each held in conjunction with the annual fall and spring meetings 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 may 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 UMCOR Executive Director and the General Secretary.
- 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 and subcommittees 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 PROGRAM

Although UMCOR is a separate legal entity with its own board of directors, it is a program committee of Global Ministries. [See Art.VIII.B. of Global Ministries' bylaws]. As such, UMCOR's program work ("the Program") is developed in close collaboration with Global Ministries. The current Program is grouped broadly into the areas of: Disaster Response, Development, Health, and Migration. The Program can be modified by Global Ministries and new program areas can be assigned to UMCOR by Global Ministries.

The general provisions applicable to the Program are described below.

A. Composition and Responsibilities. The general secretary of Global Ministries is also the general secretary of UMCOR (see Art. XI of Global Ministries bylaws and Art.X of UMCOR's bylaws), The general secretary ("GS") and an executive director assigned by the GS to UMCOR ("UMCOR Executive Director") shall have responsibility for the Program and shall have the authority and responsibility to establish (and revise, as appropriate) an administrative structure that will enable the Program to be implemented effectively.

B. Duties

1. The GS and the UMCOR Executive Director shall have the authority and responsibility to develop and recommend to the board of directors for approval policies concerning:
 - a. programs and initiatives of The United Methodist Church, state and federal governments, Church World Service, and other outside agencies that may align with, relate to or advance the purposes of the Program;
 - b. strengthening relationships with program coordinators and committees of other organizations within The United Methodist Church, state and federal governments, Church World Service, and other outside agencies that advance the purposes of the Program;
 - c. developing strategies within Global Ministries to identify and meet Program needs;
 - d. policies and Program priorities defining the role of The United Methodist Church in responding to unmet needs in coordination with outside agencies;
 - e. strengthening relationships with annual conference program committees that advance the purposes of the Program;
 - f. receiving, obtaining, reviewing, evaluating, and recommending selected proposals for funding Program-related projects that assist local communities (both in the U.S. and internationally, as applicable) to improve their economic, social, and political capabilities;
 - g. opening and closing domestic and overseas field offices in locations in which UMCOR conducts Program related activities;
 - h. registering UMCOR in locations in which it conducts Program-related activities;
and
 - i. effective operation of the Program.
2. Upon request, the UMCOR Executive Director shall submit, at regular or special meetings, to the board and to the Executive and Emergency Funding Committee of the board (see Art. VII.B) reports regarding the Program and related financial information.
3. The GS will assume the responsibilities of the UMCOR Executive Director if one has not been appointed by the GS.

ARTICLE VII COMMITTEES

A. General Provisions.

1. Committees of the Board. The Global Ministries Finance Committee, Audit Committee and Policy, Bylaws and Legislation Committee, comprised in each case entirely of members selected by Global Ministries, shall function as the Committees of the Board of UMCOR as further described in this Article.
2. Executive and Emergency Funding Committee. There shall be an Executive and Emergency Funding Committee as described in this Article VII B.
3. Additional committees may be established by the board as deemed desirable.
4. Except with respect to the Committees of the Board listed in Art. VII.A.1. above, the board shall determine the method of selecting committee members, shall vote on whether to approve those selected, and may select *former* members of the board to serve as voting members of committees. [GNCC § 14-3-825]
5. Limitations. Committees shall have only the powers specifically delegated to them by the board of directors. They shall not have the authority to bind the Board except as provided in section B.1.of this Article.

B. Specific Committee Provisions

1. Executive and Emergency Funding Committee.

- a. Composition. The Executive and Emergency Funding Committee shall consist of five (5) persons comprising the following:
 - i. three (3) members of the UMCOR Finance Committee of Global Ministries, all three (3) of whom shall be appointed by Global Ministries' Finance Committee and elected by the board of directors of UMCOR; and
 - ii. two (2) other directors of UMCOR who are named and elected by the UMCOR board of directors.
- b. Limitations. The Executive and Emergency Funding Committee shall *not* have authority:
 - i. to remove directors or committee members or to fill vacancies in the board of directors or in any committee [¶ 712];
 - ii. to amend, suspend or repeal the bylaws or adopt new bylaws; nor
 - iii. to amend or repeal any resolution of the board of directors
- c. Functions.
 - i. Executive Authority. For the purpose of exercising the powers of the board of directors *ad interim*, the Executive and Emergency Funding Committee is

authorized to:

- (a) Certain Property Transactions. Approve *certain* property transactions in accordance with the terms and conditions set forth in Article XII.A., XII.A.2, XII.B.2. and 3. Report to the full board of directors at its next meeting all decisions made by the committee under the above-referenced provisions of Article XII.
- (b) Emergency Release of Funds. The 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, provided all of the following conditions have been met prior to approving the release of any funds:
 - (i) an emergency exists; and
 - (ii) a response is necessary before the next regular meeting of the board; and
 - (iii) the release of funds will further the policies of the Corporation; and
 - (iv) consultation with the chief financial officer of the Corporation confirms that the Corporation has sufficient funds available for an emergency release of funds; and
 - (v) at least three (3) of the five (5) members of the committee vote for the for the emergency release of such funds.
- ii. Upon approval of each such 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 Finance Committee [see Article VII.B.2.] which the Finance Committee shall report to the directors of the Corporation at the next board meeting.
- iii. Carry out such other duties as the board may delegate to it.
- d. 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 vacant position was held by a director nominated by the Global Ministries Finance Committee, that committee shall nominate another director from its number to serve on the Executive and Emergency Funding Committee. If the vacant position 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

- e. Meetings. 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 general secretary and treasurer.
- f. Quorum. All five (5) members of the Executive and Emergency Funding Committee shall constitute a quorum.

2. Finance Committee.

- a. Composition; Functions; Duties. The members of Global Ministries Finance Committee shall constitute UMCOR's Finance Committee. The UMCOR finance committee shall have the same duties and authority with respect to UMCOR as that committee has with respect to Global Ministries under its bylaws. (See Global Ministries Bylaws Art. VII.C.2, C.3). The UMCOR committee shall make recommendations to the board of directors for action/approval.
- b. Vacancies. The directors shall confirm and elect to the Finance Committee those who have been nominated by Global Ministries' directors to fill vacancies on Global Ministries' finance committee.
- c. Meetings. The finance committee shall meet on such dates and at such times and places as provided in the bylaws of Global Ministries (as they may be amended from time-to-time).
- d. Quorum. A quorum shall be the same as that established in the bylaws of Global Ministries (as they may be amended from time-to-time).

3. Policy, Bylaws and Legislation Committee.

- a. Composition; Functions; Duties. The members of Global Ministries' Policy, Bylaws and Legislation Committee shall constitute UMCOR's Policy, Bylaws and Legislation Committee and shall have the same duties and authority with respect to UMCOR as the committee has with respect to Global Ministries. (See Global Ministries bylaws Art.VII.E.2). The committee shall make recommendations to the board of directors for action or approval.
- b. Vacancies. The directors shall confirm and elect to the committee those who have been nominated by Global Ministries' directors to fill vacancies on Global Ministries' Policy, Bylaws and Legislation Committee.
- c. Meetings. The committee shall meet on such dates and at such times and places as provided in the bylaws of Global Ministries (as they may be amended from time-to-time).
- d. Quorum. A quorum of the Policy, Bylaws and Legislation Committee shall be the

same as that established in the bylaws of Global Ministries (as may be amended from time-to-time).

4. Audit Committee.

- a. Composition; Functions; Duties. The members of Global Ministries' Audit Committee shall constitute UMCOR's Audit Committee. The committee shall have the same duties and authority with respect to the UMCOR as they have with respect to Global Ministries under its bylaws. (See Global Ministries Bylaws Art.VII.G.7). The committee shall make recommendations to the board of directors for action/approval.
- b. Vacancies. The directors shall confirm and elect persons who have been nominated by Global Ministries' directors to fill vacancies on the Audit Committee.
- c. Meetings. The Audit Committee shall meet on such dates and at such times and places as provided in the Global Ministries bylaws for meetings of that Committee.
- d. Quorum. A quorum of the Audit Committee shall be as established in the bylaws of Global Ministries, as may be amended from-time to-time.

ARTICLE VIII OFFICERS

A. Officers. The corporate officers shall be a chairperson, a vice-chairperson, a treasurer, a corporate secretary, 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; Qualifications.

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 confirm and elect quadrennially a treasurer of UMCOR, who shall be the treasurer of Global Ministries.
3. The directors shall elect for the quadrennium a vice-chairperson of UMCOR. The vice-chairperson shall be a director of the Corporation.
4. The directors shall elect quadrennially, a corporate secretary, who shall be a director of the Corporation.
5. The directors shall elect quadrennially an UMCOR recording secretary, who need *not* be a director of the Corporation, to work with the corporate secretary. The offices of chairperson and recording secretary may not be held by the same

person.

6. The directors may elect such other officers as they deem appropriate, giving consideration to inclusiveness, provided that all officers shall be members of The United Methodist Church. [¶ 708.1]

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 who 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 conflicts 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. [¶¶ 702,2, 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 as provided in Article IX.F of the bylaws of Global Ministries, as they 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 an *ex officio* member 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 serve as the chair of the finance committee, work closely with the chief financial officer of Global Ministries and UMCOR, and shall have the same authorities and responsibilities with respect to UMCOR as he/she has with

respect to Global Ministries as provided in the bylaws of Global Ministries. [See Global Ministries' Bylaws Art.IX.G.4].

4. Corporate Secretary in Collaboration with Recording Secretary. Working with and on behalf of the Corporate Secretary, the Recording Secretary, is responsible to:
 - a. Ensure that the minutes of the meetings of the board and of the executive and emergency funding committee are accurately transcribed and executed, and that a complete and accurate set of those executed original written documents, together with electronically stored duplicates, are safely stored and maintained; [GNCC §14- 3-840(c)].
 - b. Ensure the safe maintenance of 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. Ensure that the Senior Leadership Team 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];
 - d. Certify actions taken by the directors or any committees, as required;
 - e. Certify the identity of officers of the Corporation and their respective offices;
 - f. Attest to the signatures of the chairperson, vice-chairperson, or treasurer, when required, attest to the execution of documents by officers of the Corporation, and affix thereto the seal of the Corporation;
 - g. Certify the adoption, validity, and accuracy of resolutions of the board and its executive and emergency funding 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;
 - h. Certify the accuracy of the Corporation's certificate of incorporation and bylaws; and
 - i. Discharge such other duties as the directors may assign from time to time.

ARTICLE IX DISCRETION RETAINED BY BOARD

The board of directors shall at all times maintain complete control and discretion over the distribution of funds received by the Corporation. The Board of Directors may solicit or receive gifts, grants, bequests, or contributions for a specific project that it has reviewed and approved

as in furtherance of the purposes of the Corporation as stated in the Articles of Incorporation but will retain the right to discontinue or withdraw support from the project and to use charitable funds received for other tax-exempt purposes. The Board of Directors may, in its absolute discretion, refuse any conditional or restricted gift, grant, bequest, or contribution and return to the donor any such contribution actually received. Notwithstanding the foregoing, the Board may, in its discretion, enter into endowment agreements, donor director fund agreements and other financial instruments with donors.

**ARTICLE X
GENERAL SECRETARY**

A. UMCOR GS.

The general secretary elected by the Global Ministries board shall also serve as the GS and chief executive of UMCOR, including the duties and responsibilities as set forth in Articles XI and XII of Global Ministries bylaws and Article VI of these UMCOR bylaws.

B. Appointed Staff.

1. In accordance with the provisions of Article XI of Global Ministries bylaws, the GS shall appoint all UMCOR staff for assignment in accordance with Article VI of UMCOR bylaws and Article XI of the Global Ministries bylaws.
2. As described herein and Article VI and Article XII of these bylaws, the UMCOR Executive Director, under the supervision of and in coordination with the GS, shall exercise programmatic and administrative leadership for UMCOR and discharge any other responsibilities assigned by the GS. The UMCOR Executive Director shall provide reports to the board of directors of the Corporation and, upon request, to its Executive and Emergency Funding Committee, as well as the board of Global Ministries, and shall serve as an ex-officio director of the Corporation without vote.
3. The GS will assume and discharge the responsibilities of the UMCOR Executive Director if an UMCOR Executive Director has not been appointed by the GS.

C. Conflicts of Interest. All staff shall be familiar with and observe the conflicts of interest policy 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 - 8651].

**ARTICLE XI
INDEMNIFICATION AND INSURANCE**

A. Indemnification. Each director, officer and Executive Staff (as defined in Article VII.D.2.k. of Global Ministries bylaws) 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 claim, 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 Executive Staff of the Corporation, whether or not he or she continues to be a director, officer or 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 XII TRANSFER OF ASSETS

- A. Purchase, Sale or Transfer of Real Property [GNCC §§ 14-3-1201–2].** The purchase, sale, mortgage, exchange or other disposition of real property to or from the Corporation is subject to the following:

1. Valuation of Real Property Transactions. Real property transactions must serve the best interests of the Corporation, taking into account both the missional purpose and business prudence of proposed real estate transactions. Although it is often reasonably prudent to obtain an appraisal of the property in evaluating the interests of the Corporation, there may be instances where the chief operating officer, in consultation with the treasurer and general secretary, reasonably concludes that an appraisal would not serve the best interests of the Corporation.
2. Decisions Made Within Thirty (30) Days Before or After a 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, as follows:
 - a. Approval of a purchase, sale, mortgage, exchange or other disposition of real property *not* constituting all, or substantially all, of the Corporation's assets requires by a majority vote of the full board of directors upon the recommendation of the Finance Committee, acting upon recommendation of the treasurer, GS and UMCOR Executive Director.
 - b. Approval of a purchase, sale, mortgage, exchange or other disposition of real property *constituting all, or substantially all, of the Corporation's assets* requires

approval of a two-thirds (2/3) vote of the full board of directors upon recommendation of the Finance Committee, acting upon recommendation of the treasurer, GS and UMCOR Executive Director.

3. Decisions Made More Than Thirty (30) Days Before or After a Regular Meeting 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. A purchase, sale, mortgage, exchange or other disposition of real property made in this timeframe and *not* constituting all, or substantially all, of the Corporation's assets, may be approved by at least four (4) of the five (5) members of the Executive and Emergency Funding Committee, in consultation with the GS, the UMCOR Executive Director, and treasurer; and
 - b. All decisions made by the Executive and Emergency Funding Committee under this Article XII.A.3.a. shall be reported to the full board of directors at its next meeting.
 - c. A purchase, sale, mortgage, exchange or other disposition of real property *constituting all, or substantially all, of the Corporation's assets* made in this timeframe requires a two-thirds (2/3) vote of the full board of directors, in consultation with the GS, the UMCOR Executive Director, and treasurer.

B. Lease of Real Property. The lease of real property to or from the Corporation is subject to the following:

1. The chief operating officer, in consultation with UMCOR Executive Director and the GS shall have the authority to approve and sign leases of real property if:
 - a. the 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
 - b. the lease term (exclusive of any options to renew) does not exceed five (5) years.

All decisions made under Article XII.B.1. shall be reported to the full board of directors at its next meeting.

2. All other leases of real property *not* constituting all, or substantially all, of the Corporation's assets, require approval by at least four (4) of the five (5) members of the Executive and Emergency Funding Committee, in consultation with the chief operating officer, GS, and UMCOR Executive Director.

All decisions made under Article XII.B.2. shall be reported to the full board of directors at its next meeting.

3. A lease of real property constituting all, or substantially all, of the Corporation's assets requires a two-thirds (2/3) vote of the full board of directors.

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:

1. The chief operating officer shall consult with the GS and the chairperson of the Finance Committee (treasurer) regarding whether an appraisal is needed prior to any sale or transfer of such personal property. If they determine an appraisal is **not** needed, the officers identified in subparagraph D of this Article are each authorized and empowered to purchase, assign, sell, pledge, donate or otherwise transfer such personal property on behalf of the Corporation.
2. If the chief operating office and GS determine that an appraisal **is** needed, the officers identified in Section D of this Article are each authorized and empowered to:
 - a. sell, pledge, or otherwise transfer such personal property from the Corporation on behalf of the Corporation at a price as close as practicable to or better than the appraised price; or
 - b. purchase or transfer such personal property to the Corporation at a price deemed reasonable in relation to the appraised value.
3. Where such property was acquired through will or gift, the chief operating officer and GS 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 may certify the identity of the individuals in those offices and/or the accuracy of the bylaws permitting execution by them, and/or attest to 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 XIII 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 XIV AMENDMENTS TO BYLAWS

Amendments to these bylaws require a two-thirds (2/3) vote of the entire board of directors at any duly called meeting, provided a copy of the recommended bylaw amendment(s) has been provided to all directors at least fourteen (14) days prior to the board meeting, and subject to approval by two-thirds (2/3) of the directors of the Global Ministries board. [¶ 1304].

Approved by a 2/3 vote of the Board of Directors on October 21, 2022

Approved by a 2/3 vote of the Global Ministries Board of Directors on October 21, 2022.