

BYLAWS

OF

**GENERAL BOARD OF GLOBAL
MINISTRIES OF THE UNITED
METHODIST CHURCH (INC.)**

(Georgia Corporation)

Adopted on March 7, 2024

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ARTICLE I: PURPOSE

The purpose of the General Board of Global Ministries of The United Methodist Church, Inc., (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*”; cited to as ¶ 1301”), as they may be amended from time to time.

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 ¹

A. Election.

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

B. Term.

Directors shall serve terms of four (4) years. Their terms shall begin at the Corporation’s quadrennial Organizational Meeting and end at when their successors take office at the next quadrennial Organizational Meeting [¶ 707.3].

C. Removal; Suspension; Vacancy.

1. If the director is absent from two (2) consecutive meetings of the board of directors without a reason acceptable to it, that director may be removed by majority vote of the board [GNCC §14-3-808; ¶ 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 law of another country or foreign jurisdiction), he or she may be suspended as a director by the Executive Committee pending a determination of by the Executive Committee, operating

¹ Many of the requirements relating to Directors come from the Book of Discipline (The Discipline). They govern separate from the bylaws. Please see The Discipline ¶¶ 705.4(c), (d) and (f), 706, 706.3(b), 1311.1, 1311.6, 1311.2, and 1311.4 (Members); ¶ 710 (Qualifications); ¶ 1311.3 (Gender Representation); ¶1311; ¶ 710.7 (Compensation).

under policies and procedures established by the board, and confirmation by the board:

- a. that the director should continue to be suspended, and the conditions if any, of the suspension;
 - b. that the director should be permanently removed; or
 - c. that the director should be reinstated, and the conditions of his or her reinstatement, if any [¶ 711].
3. A vacancy among the directors shall be filled as provided in *the Discipline* [¶¶ 710.10 and 712].

D. 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 and 712] 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; 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 of Article VII.B.3.d.) for the sole purpose of responding to new legislation adopted by a General Conference [GNCC § 14-3-825(e)(4)];
3. the amendment or repeal of any resolution of the board of directors;
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.

E. Conflicts of Interest; Loans Prohibited.

1. Conflicts.

Each director 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 § 14-860-865].

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. See Conflicts of Interest Policy, as revised and adopted by board on October 21, 2022

ARTICLE IV: CONSULTING MEMBERS

A. Election.

Upon recommendation by the General Secretary, the Executive Committee may nominate volunteers to advise the board of directors as Consulting Members. After such nomination, each volunteer must be approved by a two-thirds vote of the board of directors. Consulting Members will be assigned to attend committee meetings, the full board meetings or both when they are elected by the board of directors.

B. UMC Representation.

At least 65% of the total number of Consulting Members must be professing or clergy members of The United Methodist Church and active in their local churches. Any Consulting Members who are not professing or clergy members of The United Methodist Church must have specific expertise from which the board of directors will benefit.

C. Responsibilities.

Consulting Members shall offer their advice, expertise, and support to the board of directors and executive staff. Unlike the board of directors, Consulting Members have no fiduciary duty to the Corporation and will have voice but no vote except as otherwise provided in these bylaws.

D. Term.

Consulting Members shall serve terms of two (2) years. Such two-year terms may be renewed for up to a total of four (4) terms through the same election process outlined in Article IV.A.

E. Removal.

Consulting Members can be removed from their position as Consulting Members during their term if, upon the recommendation of the General Secretary, the Executive Committee votes by a two-thirds vote to remove a Consulting Member.

F. Compensation.

A person who receives compensation for services or commissions of any kind from the Corporation shall not be eligible to serve as a Consulting Member.

G. Conflicts of Interest; Loans Prohibited.

1. Conflicts.

Each Consulting Member 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.

2. Loans.

The Corporation shall not lend money to a Consulting Member; nor shall it lend money to any entity in which one or more of the Corporation's Consulting Members 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. See Conflicts of Interest Policy, as revised and adopted by board on October 21, 2022.

ARTICLE V: COMMITTEE ON NOMINATIONS ("NOMINATIONS COMMITTEE")²

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 (see Article VI.A.) until it is re-formed at the last regular meeting of the Corporation at the end of the quadrennium.

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 ensure, 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.

² Please see The Discipline ¶705 (Experience and Diversity); ¶1311.3 (Representation of Women).

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 election have been complete, but not before the Organizational Meeting described in Article VI [¶ 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 nine (9) nor more than eleven (11) directors to serve on the Administrative Matters Committee;
 - b. no fewer than five (5) nor more than seven (7) directors to serve on the Committee on the Elimination of Institutional Racism; and
 - c. no fewer than nine (9) nor more than eleven (11) 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. no fewer than nine (9) nor more than eleven (11) 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].
4. five (5) directors who serve on the Administrative Matters 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).
5. the following officers: [¶ 1307]
 - a. a president;
 - b. a vice president;
 - c. a treasurer;

- d. a corporate secretary; and
- e. one or more recording secretaries, who need not be directors, to work with the corporate secretary.

ARTICLE VI: 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 of Assignment of Directors; Election of Officers; Election of General Secretary.

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 treasurer;
 - d. a corporate secretary; and
 - e. one or more recording secretaries, who need not be directors, to work with the 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 Article VIII.A);
 - b. no fewer than nine (9) nor more than eleven (11) directors to serve on the UMCOR board of directors, including its chairperson;
 - c. those persons who have been nominated to serve as members of the Committee on Audit, including its chairperson.
3. At the Organizational Meeting, the directors may address such other business as may be properly before it.

ARTICLE VII: 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 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 ($\frac{1}{5}$) 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. Absence from Meetings.

Directors who are absent from two (2) consecutive meetings without a reason acceptable to the board of directors may be removed as directors by a majority vote of the board, and the vacancy shall be filled in accordance with the provisions of Article III.H and Article III.I. [GNCC § 14-3-808; ¶¶ 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, 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 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. [GNCC § 14-3- 820].

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 describe the action taken and be executed* by the director 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 director. The resolution and the written and electronic consents shall be filed with the minutes of the proceedings of the board. 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(b)].

G. Closed Meetings.

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 ($\frac{3}{4}$) 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 VIII: COMMITTEES

A. General Provisions for Committees and Subcommittees.

1. Membership.

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.

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. All provisions of this article applicable to directors shall apply equally to such individuals. [GNCC§ 14-3-825].

2. Limitations.

- a. a director shall not serve on more than one (1) committee other than the Executive Committee and the Audit Committee; and

- b. 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 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 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, 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 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. [GNCC § 14-3- 820].

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 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 member. The resolution and the written and electronic consents shall be filed with the minutes of the proceedings of the 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].

8. Closed Meetings.

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].

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 of seven (7) 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 secretary of the Corporation; and
 - iv. the Chairs of each of the following committees: Administrative Matters Committee; Committee on the Elimination of Institutional Racism; Mission Programs Committee; and UMCOR Committee.
- b. the general secretary shall serve as the principal staff person to the Executive Committee. Other staff members may be assigned by the General Secretary, as necessary.

2. Quorum.

Four (4) 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 meetings 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 electronic notice to all directors of the board (with a request that each Executive Committee member acknowledge receipt of the notice). The electronic notice shall include:
 - (a) the place, date, and time of the meeting; and
 - (b) either an electronic copy of the agenda or the address for a secure website, accessible to all directors of the board, where the agenda for the meeting has been posted.

The condition in this subparagraph d.(i) that a quorum must be present cannot be waived. However, the condition in this subparagraph d.(ii) may be waived

by the vote of no fewer than seven (7) members of the Executive Committee who have determined that an “emergency” exists.

If the conditions of this subparagraph d. 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 VIII.D.2.i;
- 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. recommend long-term strategic plans to the board of directors; and
- i. recommend to the board, reassignments of committee members where necessary and appropriate to fill committee vacancies (see Art. VII.3).

6. Limitations on Powers

The Executive Committee shall *not* have authority:

- a. to remove directors or to fill vacancies in the board of directors [¶ 712];

- b. to amend or repeal the bylaws or adopt new bylaws;
- c. to amend or repeal any resolution of the board of directors;
- d. to adopt long-term/strategic plans or budgets including, without limitation, annual appropriation budgets and quadrennial budgets;
- e. to determine the use of program development funds;
- f. to determine the use of available resources for supporting the programs of the Corporation; and
- g. 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 Administrative Matters Committee.

1. Composition

- a. The Administrative Matters Committee shall comprise no fewer than nine (9) nor more than eleven (11) directors.
- b. The treasurer shall serve as the chair of the Administrative Matters Committee and advise and assist the chief financial officer in the discharge of his or her responsibilities.
- c. The Administrative Matters Committee shall elect its vice chairperson and its secretary.
- d. The chief operations officer shall serve as the principal staff person to the Administrative Matters Committee along with the chief financial officer; both shall work closely with the treasurer. Other staff members may be assigned, as necessary.

2. Functions and Specific Duties.³

- a. The Administrative Matters Committee shall function under the authority of the UM General Council on Finance and Administration in accordance with the Discipline [¶ 806 *et seq.*].
- b. The Administrative Matters Committee shall be responsible for:
 - i. overseeing the funds held by the Corporation and UMCOR;
 - ii. reviewing the financial policies and procedures of the Corporation and UMCOR;
 - iii. reviewing annually, and recommending to the board of directors the annual budget (including but not limited to UMCOR);
 - iv. overseeing the investment and other financial policies of the Corporation and UMCOR. It shall receive and consider the reports and obligations regarding investment policies;
 - v. overseeing the administration of legal, insurance, information technology, building services, policies, bylaws and legislation, other operational matters, and property matters of the Corporation and of UMCOR; and
 - vi. appointing to the UMCOR Executive and Emergency Funding Committee three (3) members of the Administrative Matters Committee that are directors of UMCOR.

3. Subcommittee on Investments

a. Composition

The Subcommittee on Investments, to be appointed by the Administrative Matters Committee, shall consist of not more than five (5) persons comprising:

- i. three (3) existing members of the Administrative Matters Committee; and
- ii. up to two (2) at-large Consulting Members who have expertise in the fields of investment, corporate responsibility, and cash management, subject to the following limitations:
 - (a) current directors of the Corporation are **not** eligible to serve as Consulting Members of the Subcommittee on Investments;
 - (b) former directors of the Corporation are eligible to serve as Consulting Members of the Subcommittee on Investment with vote; and

³ Please see The Discipline ¶806.12.

- (c) Consulting Members shall not serve on the Subcommittee on Investments for more than two (2) consecutive quadrennia.

b. Functions.

The Subcommittee on Investments shall recommend investment policies for the Corporation and UMCOR, and review on a quarterly basis the investments of the Corporation and UMCOR (including its endowment funds [GA-UPMIFA § 44-15-3]) 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 Administrative Matters Committee on all matters.

4. Subcommittee on the Advance (the “Advance Committee”) [¶ 822].

a. Composition.

- i. five (5) directors who are members of the Executive 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 elected by their jurisdictional associations to represent the five (5) jurisdictions.

b. Vacancies.

Vacancies in the five (5) directors who are members of the Advance Subcommittee 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 as follows:

- i. to review Advance Special Project applications and make recommendations to the staff; and
- ii. to provide general oversight of Advance Special Projects.

d. Quorum.

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

e. Meetings.

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

5. *Other Subcommittees of the Administrative Matters Committee.*

The Administrative Matters Committee will evaluate whether to create additional subcommittees, including, but not limited to, Policies, Bylaws and Legislation, Information Technology, Legal and Property matters, and, if so, define the scope and responsibilities of any additional subcommittees of the Administrative Matters Committee.

D. The Personnel Committee.

1. Composition.

The Executive Committee shall serve as the Personnel Committee.

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 as follows:

- a. receive and review reports from the General Secretary or his or her designee regarding personnel matters;
- b. review and monitor the administration of approved personnel policies;
- c. 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;
- d. report a summary of the results of the performance evaluation to the Executive Committee; and
- e. recommend one of the following courses of action to the board of directors:
 - i. the continuation of the general secretary; or
 - ii. the non-continuation of the general secretary beyond the end of the quadrennium; or
 - iii. the termination of the general secretary prior to completion of his or her term of office.

- f. If the Personnel Committee recommends to the board of directors that the general secretary should not be continued or should be terminated prior to the completion of his or her term of office, then, 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.
- g. The board of directors shall have the authority:
 - i. 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; or
 - ii. 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
 - iii. to reject the Personnel Committee's recommendation and continue with the same person in the position of general secretary.
- h. If the board of directors determines that the 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;
- i. If the position of general secretary were to become vacant by reason of resignation, death or disability, or if the general secretary were to be 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, then 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;
- j. review the report of the general secretary regarding the assignment of staffing emergency situations, and consult with persons within the Corporation and UMCOR, as appropriate, regarding the redeployment of staff resources in emergency situations;
- k. recommend annually, after consultation with the Administrative Matters Committee, whether salary increases should be given to executive staff (classified by Human Resources of the Corporation as director-level or above, hereinafter referred to as "Executive Staff"), and if so, the percentage of those increases;

- l. 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 Administrative Matters Committee for its review, and then to the board of directors for final approval;
- m. 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, are conducted and implemented with the intent to eliminate institutional racism; and
- n. ensure that the established guidelines for maintaining inclusiveness among staff and the directors of the Corporation and UMCOR, are carried out.

E. The Policy, Bylaws, and Legislation Committee.

The Policy Bylaws and Legislation Committee no longer will function as a separate committee; the Administrative Matters Committee will determine whether to form a Policy Bylaws and Legislation subcommittee of the Administrative Matters Committee. See Art. VIII.C.5.

F. The Committee on the Elimination of Institutional Racism (“CEIR”) [¶716].

1. Composition; Chairperson.

CEIR shall comprise no fewer than five (5) nor more than seven (7) 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; and
- 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 and UMCOR are:

- a. using tools such as “Indicators of Institutional Racism,” monitor the Corporation’s and UMCOR’s work and their implementation of ways and means to eliminate institutional racism;

- b. monitor the work of the Executive Committee and the other committees, and record facts related to staffing, policies, procedures, and programs to detect patterns, or the absence of patterns, of institutional racism;
- c. 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, report to the board of directors:
 - i. empirical information compiled by CEIR from the work described in subparagraphs a-d, above;
 - ii. the progress of the Corporation and UMCOR 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 to the Nominations Committee by the president, the general secretary, and the treasurer;
- b. a director who serves on the Administrative Matters Committee; and
- c. 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 Administrative Matters Committee. These five persons shall be recommended by the Audit Committee to the Nominations Committee.
- d. These seven (7) members of the Audit Committee shall not serve on the Audit Committee for 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 treasurer, and the general secretary. Vacancies in the directors representing the Administrative Matters 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.

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 and UMCOR.

7. Duties.

The specific duties of the Audit Committee to the Corporation and UMCOR are as follows:

- 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 the Corporation and UMCOR;
- 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 Global Ministries and UMCOR 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 conflicts of interest and whistleblower policies [¶¶ 702.2, 710.8; GNCC §§ 14-3-860 – 865];
- 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 UM General Council on Finance and Administration.

8. Reporting.

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

ARTICLE IX: PROGRAM COMMITTEES OF THE BOARD

There are currently two (2) program committees of the board: (A) the Mission Programs Committee, and (B) the UMCOR Committee. The board may create additional program committees or subcommittees, as needed.

The general provisions for administrative committees of the board as provided in Article VIII.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 IX.

A. The Mission Programs Committees

1. Composition.

The Mission Programs Committee shall comprise not fewer than nine (9) nor more than eleven (11) 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. The Mission Programs Committee may form subcommittees, including but not limited to a Mission Engagement Subcommittee, if it determines that is necessary or appropriate to carry out its work.

2. Duties.

The duties of the Mission Programs Committee are as follows:

- a. receive, review, and recommend items of action for 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, including, without limitation, any denominational focus areas;
- g. set policies for evaluating 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 COMMITTEE.

UMCOR, a separate legal entity related to the Corporation, is a program committee of the board. UMCOR has a set of bylaws (as may be amended from time-to-time) that complement the Global Ministries bylaws.

ARTICLE X: OFFICERS⁴

A. Officers.

The officers of the Corporation are the president, vice president, the treasurer, the corporate secretary, recording secretary, and such other persons as the directors may determine and elect. [¶ 1307, GNCC § 14-3-840].

B. Qualifications.

1. The directors shall elect the president, the vice president, the treasurer, and the corporate secretary from among the directors. [¶ 708.1]
2. The recording secretary to be elected by the board need not be a director.
3. The elected treasurer will serve as Chair of the Administrative Matters Committee [¶¶ 703.7.e, 708.1].
4. 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.

D. Vacancies.

1. A vacancy in an officer position shall be filled by election at the next meeting of the directors on nomination of the Executive Committee, except as provided in subsection 2, below;
2. When a vacancy occurs in the treasurer position, the president, in consultation with the general secretary, shall appoint an interim treasurer to serve on an interim basis until an election is held at the next meeting of the board.

⁴ Please see: The Discipline ¶¶702.2, 710.8.

E. Duties.

1. President.

The President shall preside at all meetings of the board of directors and 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 in Collaboration with the Recording Secretary.

Working with and on behalf of the corporate secretary, the recording secretary is responsible to:

- a. 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;
- 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 signature of the president, vice president or treasurer, ; required, and attest to the execution of documents by officers of the Corporation, and affix the corporate seal to those documents
- g. certify the adoption, validity, and accuracy of resolutions of the board of directors the 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; and
- h. certify the accuracy of the Corporation's Certificate of Incorporation and the Corporation's bylaws.

4. Treasurer.

The treasurer shall perform the following duties and work closely with the chief financial officer and chief operations officer in discharging them:

- a. serve as the Chair of the Administrative Matters Committee;
- 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. provide information and advice to the Audit Committee and the Advance Subcommittee as requested by them;
- e. 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; and
- f. assist the outside auditors of the Corporation and UMCOR 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.

ARTICLE XI: DISCRETION RETAINED BY THE BOARD OF DIRECTORS

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 states 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 XII: ELECTED NON-OFFICER STAFF

A. Elected Non-Officer Staff Position: General Secretary.

1. 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.f,i.

2. Sole Elected Staff.

The General Secretary shall be the only member of the staff of Global Ministries and UMCOR to be elected by the board.

3. Responsibilities.

The general secretary shall serve as follows:

- a. the chief executive of the Corporation and UMCOR and as chairperson of the Senior Leadership Team;
- b. a non-voting, ex officio director of the board;
- c. a non-voting member of the Executive Committee; and
- d. a non-voting member of all other committees of the board except the Audit Committee.
- e. Except as otherwise specified in subparagraphs g and h of this Article X.I, the general secretary shall have the authority to appoint to the Corporation and UMCOR whatever staff are needed (identified by title, function and name), in accordance with the Corporation's Human Resources personnel policies and practices, with oversight of the Personnel Committee of the board, and subject to the additional consultations specified in subparagraphs g. and h. below [¶ 714].
- f. Executive Staff includes executive directors and above as defined in Article VIII.D.2.k.
- g. The general secretary will consult with the Administrative Matters Committee Chair, and the Board President, in connection with the appointment of a chief financial officer responsible for the day-to-day financial operations of the Corporation and UMCOR; and
- h. Any appointment of an executive director of UMCOR by the general secretary would be made in consultation with the Presidents of Global Ministries and UMCOR and the Chair of the Personnel Committee.

B. Conflict of Interest.

All staff 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. [¶ 710.8; GNCC §§14-3-860-865].

ARTICLE XIII: SENIOR LEADERSHIP TEAM

A. Members.

There shall be a Senior Leadership Team composed of the general secretary, who shall serve as chairperson, and will include, among others:

1. the senior operations, finance and program staff and others assigned by the general secretary in his or her sole discretion.
2. a minimum of forty percent (40%) of the Senior Leadership Team shall be women.

B. Function.

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

1. Monitor the implementation of the boards' policy decisions; and
2. Conduct the business of the Corporation and UMCOR and be responsible for strategy, program, operations, and financial matters.

ARTICLE XIV: INDEMNIFICATION AND INSURANCE

A. Indemnification.

Each director, officer, and 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 claim, action, suit or proceeding to which he or she has been named by reason of his or her being or having been a director, officer or Executive Staff, 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 provided pursuant to the Georgia Nonprofit Corporation Code (as it may be amended from time-to-time), and other applicable law [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 the Corporation or 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 Article XII.A. [GNCC § 14-3-857].

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

A. Purchase, Sale, or Transfer of Real Property [GNCC §§ 14-3-1201 - 1202].

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 Meeting of the Board.

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 Executive Committee of Directors.

3. 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 Executive 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 Administrative Matters Committee.
- c. All decisions made by the Executive Committee under this Article XIV.A.2. shall be reported to the full board of directors at its next meeting.

B. Lease of Real Property.

1. Annual Rental Income Under Fifty Thousand Dollars (\$50,000).

- a. The treasurer and the chief operating officer, in consultation with general secretary, 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.
 - iii. All decisions made by the chief operating officer under this Article XIV.B.1 shall be reported to the full board of directors at its next meeting.
- b. All decisions made by the chief operating officer under this Article XIV.B.1 shall report 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 members, in consultation with the general secretary, treasurer and 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 XIV.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 chief operating officer shall consult with the general secretary, chief financial officer, and the chairperson of the Administrative Matters 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 Article XIV.E. are each authorized and empowered to purchase, assign, sell, pledge, or otherwise transfer such personal property on behalf of the Corporation. If the chief operating officer and general secretary determine that an appraisal should be obtained, the officers identified in Article XIV.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.

Except as otherwise provided in Article X of these bylaws, 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 accepted by the Corporation, the 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. [GA-UPMIFA § 44-15-3].

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 treasurer or his/her designee is 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 recording secretary is authorized and empowered to certify, by attestation, the signatures of officers who have executed such documents on behalf of the Corporation. 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 XVI: EMERGENCY RELEASE OF FUNDS

A. Processing the Request.

If a request is made to expend funds in excess of twenty thousand dollars (\$20,000) to meet an emergency that occurs between meetings of the board of directors, the Executive Staff requesting the funds shall notify the chief financial officer and the general secretary of the request and the reasons for it, and the chief financial officer shall deliver the information described in Article XVI.B. to the general secretary. If the chief financial officer, the general secretary, and the Executive Staff member requesting the funds determine that an emergency appears to exist and that the funds should be released, then:

1. they shall convene a meeting of: the chairperson, vice-chairperson, and secretary of the Administrative Matters 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 chief financial officer may implement that approval.

B. Records of Requests.

For each such occurrence described in Article XV.A., the chief financial officer shall record:

1. all other requests for emergency funds in excess of twenty thousand dollars (\$20,000) made during the same fiscal year and the unit that originated the request;
2. the disposition of each request; and
3. the rationale for the approval or denial of each request. The chief financial officer shall report that information to the Administrative Matters Committee at the time a current request is being considered.

C. Maintaining Records of Requests.

For each request described in Article XV.A., the 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 XVII: 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 XVI.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 XVIII: AMENDMENTS TO BYLAWS

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

Approved by Board of Directors of Global Ministries on March 7, 2024.