



**BYLAWS
OF
THE CONNECTIONAL TABLE
OF
THE UNITED METHODIST CHURCH**

ARTICLE I - OFFICES AND REGISTERED AGENT

A. **Registered Office and Agent.** The Corporation shall have and continuously maintain in the State of Missouri a registered office and a registered agent whose office is identical with such registered office, as required by law. The registered office may be, but need not be, identical with the principal office, and the name of the registered agent and the address of the registered office may be changed from time to time by the Board of Directors. (As described in more detail in Article II.A below, the term “Board of Directors,” as used herein, refers to the “members” of the Connectional Table as set forth in the then current *Book of Discipline* of The United Methodist Church (the “Book of Discipline”).)

B. **Principal Office.** The principal office of the Corporation shall be at such place as the Board of Directors may from time to time determine. The Corporation may have such other office(s) as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

ARTICLE II - BOARD OF DIRECTORS

A. **Qualifications and Number.** Subject to the limitations set out in these Bylaws and the Articles of Incorporation, the business and property of the Corporation shall be managed and controlled by a Board of Directors. The voting Directors on the Board of Directors shall consist of those “members” of the Connectional Table as identified and elected, appointed or serving *ex officio* as set forth in the Book of Discipline. The Board of Directors shall also include non-voting Directors consisting of such other “members” of the Connectional Table, with voice but not vote, as set forth in the Book of Discipline. All voting Directors, except those serving *ex-officio*, shall be selected through the Book of Discipline mandate and chosen for their expertise, knowledge and Christian stewardship. The Board of Directors may provide for additional non-voting Director(s) or committee members to insure inclusiveness and/or to provide expertise or experience. Such additional Directors are to be elected in such manner and for such terms as determined by the Board of Directors.

B. **Election.** Subject to the provisions of Section A of this Article III, at least quadrennially, with respect to each voting Director to be filled by election by the Corporation as specified in the Book of Discipline, the body or bodies as specified by Book of Discipline shall nominate one or more candidates, and the Board of Directors of the Corporation shall then elect such voting Director(s), from the candidates so nominated, by a majority of the votes cast at any duly called and convened meeting which a quorum is present. The voting Directors elected pursuant to this Section B shall be sometimes hereinafter referred to as “Elected Voting Directors.”

C. **Term of Office.** Each Elected Voting Director shall serve a term beginning with the first meeting of the Board of Directors occurring on or after such Director's election and continuing until his or her successor is elected.

D. **Resignation.** Any Director, except those serving *ex-officio*, may resign at any time by giving written notice of such resignation to the Board of Directors, the Chairperson or the Chief Connectional Ministries Officer of the Corporation, stating the effective date of such resignation.

E. **Removal.** A Director may be removed only by the body or person that elected or appointed such Director, as set forth in the Book of Discipline.

F. **Semi-Annual Meetings.** Semi-annual meetings of the Board of Directors shall be held during such months as selected by the Board of Directors, at such place and time and on a date as designated by the Chairperson of the Corporation.

G. **Regular and Special Meetings.** Additional regular meetings of the Board of Directors may be held with notice at such times and places as may be fixed by resolution of the Board of Directors. Special meetings of the Board of Directors may be called by the Chairperson of the Corporation, and must be called by the Chairperson upon the written request of not less than one-fifth (1/5) of the members of the Board of Directors then in office.

H. **Notice of Meetings.** Except as otherwise herein provided, notice of all meetings of the Board of Directors shall be given by mailing the same at least ten (10) days or by telegraphing, telecopying or transmitting the same via facsimile, e-mail or other form of electronic communication at least five (5) days (but, in either case, not more than sixty (60) days) before the meeting to the usual business or residence address of each Director, provided, however, that a minimum notice of twenty-five (25) days shall be required for any meeting at which action is to be taken to amend the Articles of Incorporation or these Bylaws. Such notice may be waived by any Director in writing, signed by the Director entitled to the notice, and filed with the minutes or the corporate records. A Director's attendance at or participation in a meeting will be deemed a waiver of any required notice of the meeting unless the Director, upon arriving at the meeting or prior to the vote on a matter not noticed in conformity with these Bylaws or the laws of the State of Missouri, objects to the lack of notice and does not vote for or assent to the objected-to action. Any business may be transacted in any meeting of the Board of Directors.

I. **Quorum.** At all meetings of the Board of Directors, and unless otherwise specifically provided by statute or by these Bylaws, a majority of the voting Directors then in office, present either in person or by

telephone conference call, or online web-based meeting, shall be necessary and sufficient to constitute a quorum for the transaction of business. The act of the majority of the voting Directors present either in person or by telephone conference call, or online web-based meeting at any meeting at which a quorum is present shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by these Bylaws. If at any meeting less than a quorum is present, a majority of those voting Directors present may adjourn the meeting from time to time without further notice to any absent Directors.

J. **Action by Consent.** Any action of the voting Directors may be taken without a meeting if a written consent to such action by each duly elected, qualified, and acting voting Director is signed and returned to the Chief Connectional Ministries Officer. Signatures may be obtained by counterpart and (i) any such written consent may be delivered to voting Directors by facsimile transmission or as an electronic record (e.g., by email or other electronic form) and (ii) written consents may be signed and returned by facsimile transmission or as an electronic record, and may be signed through the use of an electronic signature. The provisions of this Section shall similarly apply to actions of members of committees established pursuant to Article V, which exercise authority of the Board of Directors.

K. **Compensation.** Directors shall not receive any stated salary for their services as such. A reasonable sum for expenses, if any, shall be allowed for attendance at each regular or special meeting of the Board of Directors. All travel by members of the Board of Directors and staff shall be in accordance with the then applicable travel policy of the General Council on Finance and Administration of The United Methodist Church (“GCFA”).

L. **Power and Delegation.** Subject to the limitations set out in these Bylaws and in the Articles of Incorporation, all of the corporate powers, including those otherwise provided for in these Bylaws and in the laws of the State of Missouri, shall be and are hereby vested in and shall be exercised by the Board of Directors. The Board of Directors may, by general resolution, delegate certain of their powers to committees subject to the provisions of Article V of the Bylaws.

M. **Duties of Directors.** It shall be the duty of each person on the Board of Directors to:

1. Become conversant with the Articles of Incorporation and Bylaws and the policies and procedures of the Corporation and with the polity, *Book of Discipline of The United Methodist Church* and structure of the United Methodist denomination.

2. Participate in meetings of the Board of Directors.

3. Develop and maintain a working knowledge of the program, services and mandates of the Corporation, as specified in the Book of Discipline, and participate in establishing policies to ensure that the Corporation remains sound in administration and program.

ARTICLE III - OFFICERS OF THE CORPORATION

A. **Election or Appointment.** The Board of Directors shall elect the officers of the Corporation from a slate of nominations prepared by a nominating committee in established by the Board of Directors pursuant to Article V or from nominations from the floor. Such election, except with respect to the Chairperson, shall regularly take place at the quadrennial organizational meeting of the Board of Directors provided, however, that the election or appointment of officers may be held at any other meeting of the Board of Directors. The Council of Bishops as specified in the Book of Discipline shall select the Chairperson. The officers of the Corporation shall be Chairperson, Vice-Chairperson, and Treasurer. The Corporation shall also have a Chief Connectional Ministries Officer who shall be appointed by the Chairperson on recommendation of the Personnel Committee through a hiring process determined by the Chairperson of the Corporation. Only a voting member of the Board of Directors may serve as Chairperson, Vice-Chairperson, or Treasurer. The Board of Directors may appoint such other officers, agents or managing employees as it shall deem necessary, who shall have such authority to perform such duties as may be prescribed from time to time by the Board of Directors or by the Chairperson. The same person may hold any two offices, except those of Chairperson and Treasurer.

B. **Vacancy.** In case any office of the Corporation becomes vacant by death, resignation, retirement, disqualification, or any other cause, the majority of the voting Directors then in office may, subject to the conditions in Section A of this Article, elect an officer to fill such vacancy, and the officer so elected shall hold office and serve until the election and qualification of a successor.

C. **Term of Office.** Each elected officer, other than the Chairperson, shall serve for a term of four years, and each elected officer, including the Chairperson, shall serve until his or her successor shall be elected and qualified, unless otherwise herein specified.

D. **Duties of Chairperson.** The Chairperson shall preside at all meetings of the Board of Directors. This person shall be an *ex-officio* member, with voice and vote, of all committees. He or she shall do and perform such other duties as may be assigned to him or her by the Board of Directors.

E. **Duties of Vice Chairperson.** The Vice Chairperson shall, in the absence or inability of the Chairperson, perform the duties and exercise the powers of the Chairperson and perform such other duties as may be assigned to him or her by the Chairperson or the Board of Directors.

F. **Duties of Treasurer.** The Treasurer shall attend all meetings of the Board of Directors. The Treasurer shall have general oversight of the property, funds and securities of the Corporation in accordance with the policies and procedures determined by the Board of Directors. The Treasurer shall be an *ex-officio* member, with voice and vote, of all committees. The Treasurer shall arrange for deposit of funds in such depositories as the Board of Directors shall approve. He or she shall, in general, perform all the duties incident to the office of Treasurer subject to the control of the Board of Directors and shall do and perform such other duties as may be assigned to him or her by the Board of Directors.

G. **Duties of Secretary.** The secretary shall attend all meeting of the Board of Directors. The secretary shall record minutes of the meeting in books kept for this purpose. This person shall ensure all rules and bylaws of the organization are adhered to by the board during meetings and the implementation of board decisions. The secretary is also in charge of all of the records and documentation for the organization. He or She shall do and perform such other duties as may be assigned to him or her by the Board of Directors.

H. **Duties of Chief Connectional Ministries Officer.** The Chief Connectional Ministries Officer shall be responsible for the day-to-day operations, affairs and activities of the Corporation, and shall perform such other duties as may be assigned to him or her by the Chairperson or the Board of Directors. The Chief Connectional Ministries Officer shall be an *ex-officio* member, with voice, of all committees and task forces. The Chief Connectional Ministries Officer shall also have general charge and supervision of the affairs and activities of the Corporation, and shall see that all resolutions of the Board of Directors are carried into effect. The Chief Connectional Ministries Officer shall be responsible for the hiring, supervision and termination of staff. The Chief Connectional Ministries Officer shall be United Methodist. The Chief Connectional Ministries Officer shall attend all meetings of the Board of Directors and shall keep minutes of the meetings in books to be kept for that purpose.

I. **Removal by Board of Directors.** Any officer shall be subject to removal by majority vote of the Board of Directors at any meeting duly called and convened.

ARTICLE IV - COMMITTEES

A. **Executive Committee.** In order to allow decisions with respect to policy and management of the Corporation to be made when the Board of Directors is not meeting, the Board of Directors shall elect an Executive Committee, the voting members of which shall consist of four (4) or more voting Directors on the Board of Directors as the Board may from time to time appoint by a vote of a majority of all of the voting Directors then in office. The Executive Committee shall have and exercise the authority of the Board of Directors in the management of the Corporation including, but not by way of limitation, the authority to approve sales of assets and to empower officers of the Corporation to execute deeds and other instruments affecting title to real and personal property. However, the Executive Committee shall not have the authority of the Board of Directors in reference to the following: amending, altering or repealing the Bylaws; electing, appointing or removing any member of such Committee or any Director; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property or assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Board of Directors, which, by its terms provides that it shall not be amended, altered or repealed by the Executive Committee. The election of the Executive Committee and the delegation of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it, him or her by law. The Board of Directors shall have the authority to discontinue the Executive Committee or remove from it at any time, with or without cause, any person appointed to it. The Executive Committee shall receive reports from the Personnel Committee on behalf of the full Board.

B. **Standing or Special Committees.** The Board of Directors may establish and appoint, by resolution, one or more standing or special committees in addition to the Executive Committee. Except with respect to any committee which is established to be advisory only and will not have or exercise any authority of the Board of Directors, the following provisions shall apply with respect to any standing or special committee:

(i) a resolution adopted by vote of a majority of all of the voting Directors then in office shall be required for (a) the establishment of any standing or special committee and (b) the appointment from time to time of the voting members thereof;

(ii) any such standing or special committee shall have three (3) or more voting members and may have such other non-voting members as provided in or permitted by said resolution;

(iii) only a voting Director on the Board of Directors may serve as a voting member on any such standing or special committee; and

(iv) any such standing or special committee, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation.

However, no standing or special committee shall have the authority of the Board of Directors in reference to the following: Amending, altering or repealing the Bylaws; electing, appointing or removing any member of such committee or any Director; adopting a plan of merger or adopting a plan of consolidation with another Corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property or assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Board of Directors, which, by its terms, provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it, him or her by law. The Board of Directors shall have the authority to discontinue such committee or remove from it at any time, with or without cause, any person appointed to it.

C. **Advisory/Working Groups.** Advisory/working groups not having and exercising the authority of the Board of Directors in the management of the Corporation may be established by the Chairperson or by a resolution of the Board of Directors. Except as otherwise provided in such resolution, the members of advisory/working groups need not be Directors of the Corporation and shall be appointed by the Chairperson. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in the judgment of such person or persons the best interest of the Corporation shall be served by such removal.

D. **Terms.** Each member of each advisory/working groups shall continue as such until his or her successor is appointed in accordance with the resolution establishing the group, unless the group shall be terminated sooner, unless such member be removed from such group, or unless such member shall cease to qualify as a member thereof.

E. **Chair.** One member of each group shall be appointed Chair (or Group Leader) by the person or persons authorized to appoint the members thereof.

F. **Vacancy.** Vacancies in the membership of any group may be filled by appointments made in the same manner as provided in the case of the original appointments.

G. **Quorum.** Unless a greater number is required by a resolution of the Board of Directors designating a group, a majority of those members of the group having voting rights shall constitute a quorum and the act of a majority of the voting members present at a meeting at which a quorum is present shall be the act of the group.

H. **Rules.** Each group may adopt rules for its own governance not inconsistent with these Bylaws or with the rules adopted by the Board of Directors or with the Articles of Incorporation.

I. **Expenses.** Group members shall not receive any stated salary for their services as such, but all group members' expenses, if any, shall be paid or reimbursed for attendance at each group meeting. All travel by members of the Board of Directors and staff shall be in accordance with the then applicable travel policy of the GCFA.

ARTICLE V - INDEMNIFICATION OF DIRECTORS, OFFICERS AND CERTAIN OTHERS

A. **Right of Indemnity.** The Corporation shall, to the fullest extent to which it is empowered to do so under Missouri law or any other applicable laws as from time to time may be in effect, indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Director, officer, agent or employee of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, agent or employee of another entity, against all expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding. Notwithstanding anything herein to the contrary, unless required under the Act or ordered by a court, any such indemnification shall be made only upon a determination made in accordance with the Act that indemnification is proper in the circumstances.

B. **Expenses and Advances.** Expenses incurred in defending a civil, criminal or administrative action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking, by or on behalf of the Director, officer or employee, to repay such amount unless it shall ultimately be determined, as provided in Article VI.A above, that he or she is entitled to be indemnified by the Corporation as authorized in these Bylaws or otherwise. All expenses and advances will be in conformity with GCFA's policies.

C. **Other Rights.** The indemnification provided in this Article VI shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of the disinterested Directors or otherwise, both as to actions in his or her official capacity and as to actions in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer or employee and shall inure to the benefit of the heirs, executors, and administrators of such person. The provisions of this Article VI shall be deemed a contract between the Corporation and any person entitled to indemnification hereunder; provided, however, that nothing herein contained shall prohibit the Corporation from entering into or require the Corporation to enter into individual indemnification agreements with any person entitled to indemnification hereunder.

D. **Insurance.** The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer or employee of the Corporation or is or was serving at the request of the Corporation as a Director, officer or employee of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her or incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under this Article V.

ARTICLE VI - CONTRACTS, CHECKS, DEPOSITS AND FUNDS

A. **Scope of Authority.** The Board of Directors may authorize any officer or officers, agent or agents or management employee or employees of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances, not incompatible with the Articles of Incorporation or Bylaws.

B. **Signatures.** All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation or managing employee or employees and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination of the Board of Directors, such instruments shall be signed by the Treasurer.

C. **Deposits.** Funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

D. **Bonding.** Officers and employees, as determined by the Board of Directors, shall be bonded by a surety company for the safeguarding of funds, securities, and records.

ARTICLE VII - INVESTMENTS

All monies, securities, and real or personal properties received by the Corporation shall be held and invested subject to the general policies and procedures of the Board of Directors, and may be managed by an investment advisor selected by the Board of Directors. These monies, securities, or properties shall be invested, re-invested or otherwise held for the benefit of the Corporation.

ARTICLE VIII - FINANCIAL REPORTS

The Treasurer must submit an audited financial report, at least annually, to the Board of Directors of the Corporation and, quadrennially, to the General Conference of The United Methodist Church.

ARTICLE IX - DISPOSITION OR ENCUMBERING OF ASSETS

Prior to the merger or dissolution of the Corporation, the sale or disposition of all or substantially all of the assets, whether such assets are real or personal, tangible or intangible, of the Corporation or the mortgaging or encumbering of the assets of the Corporation, the Board of Directors must obtain the approval of the General Conference of The United Methodist Church.

ARTICLE X - CONFLICT OF INTEREST

It is the policy of the Corporation that any employee, Director, officer or other person having a fiduciary relationship with the Corporation who is or may be interested in an individual capacity, directly or indirectly, in any contract or other transaction involving or in any manner relating to the Corporation or its operations, shall fully disclose to the Board of Directors, in writing, any such interests. The Board of Directors, upon such disclosure, may take such action as it shall deem appropriate.

ARTICLE XI - FISCAL YEAR

The fiscal year of the Corporation shall begin on January 1 and end on December 31, or shall begin and end on such other dates as established by the Board of Directors in a duly adopted resolution.

ARTICLE XII - NO SEAL

The Corporation shall not have a corporate seal.

ARTICLE XIII - WAIVER OF NOTICE

Whenever any notice is required to be given by law or under the provisions of the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at a meeting shall also constitute a waiver of notice, except as specified herein.

ARTICLE XIV - AMENDMENTS

Amendments to these Bylaws must be approved by the Board of Directors.

Amendments in red were adopted on November 11, 2019 at the online CT Board meeting.

Kennetha J. Bigham-Tsai
Chief Connectional Ministries Officer, The Connectional Table of The United Methodist Church