

BYLAWS
OF
NORTH UNITED METHODIST CHURCH, INC.

ARTICLE I

General

Section 1. Name. The name of the corporation is North United Methodist Church, Inc. (the "Corporation").

Section 2. Address. The post office address of the Corporation's initial registered office is 3808 North Meridian Street, Indianapolis, IN 46208. The initial registered agent in charge of the initial registered office is James R. Martin, Pastor Stewardship & Administration.

Section 3. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December next succeeding.

ARTICLE II

Membership

Section 1. General. The Corporation shall have one (1) class of members (the "Members") comprising all individuals who are professing members of the congregation of North United Methodist Church (the "Church"). Through out these Bylaws, the term "professing members" shall mean "professing members" as defined in ¶ 215 of the *Book of Discipline of The United Methodist Church* (the "*Discipline*"). Membership in the congregation of the Church shall be governed by the *Discipline*. All Members shall be entitled to receive notice of, and to attend meetings of, the Members of the Corporation.

Section 2. Annual Meeting.

(a) There shall be an annual meeting of the Members of the Corporation. The annual meeting of the Members shall be called and held at such place and time as the *Discipline* shall specify for the annual meeting of the Church Conference. At the annual meeting, the District Superintendent and the Chairperson of the Board shall preside. The District Superintendent may designate an elder to preside in his or her place. The Chairperson of the Board of Directors and the Chairperson of the Finance Committee, or their designees, shall report on the activities, the total mission and ministry of the Corporation, and the financial condition of the Corporation. In addition, the Members shall consider and act upon such other matters as may be raised consistent with the notice requirements of Section 5 of this Article II.

(b) At the annual meeting, the Members shall elect, upon recommendation by the Committee on Lay Leadership, or by nomination from the floor, any of the following positions that are open: the Board of Directors and its Chairperson and Vice Chairperson, as set out in Article III, Section 2(b); the Committee on Lay Leadership; the Staff Parish Relations Committee and its Chairperson; the Finance Committee and its Chairperson; the Corporate Treasurer; the Corporate Secretary; the Board of Trustees; the Lay Representatives(s) to the Annual Conference; and the Ministries Council and the Lay Leader who shall serve as Chairperson of the Ministries Council. All such persons shall be elected by a majority of the votes cast by the Members entitled to vote, and shall serve for the terms set out in the *Discipline* and these Bylaws. Members may not cumulate votes for any position.

Section 3. Regular Meetings. The Corporation may hold regular meetings of the Members, as fixed by these Bylaws for the purpose of considering and acting upon such matters as may be raised consistent with the notice requirements of Section 5 of this Article II.

Section 4. Special Meetings. Special meetings of the Members of the Corporation may be called at any time by (1) those authorized in the *Discipline* to call a special meeting of the Charge or Church Conference, or (2) the Chairperson of the Board of Directors of the Corporation, or (3) the Board of Directors. A special meeting shall be held at a time and place specified by the caller or callers of the special meeting. Notice of such special meeting and the purposes of such special meeting shall be given in accordance with the requirements of Section 5 of this Article II. No business other than that which is within the purposes stated in the notice shall be transacted at any special meeting.

Section 5. Notice of Meetings. The Corporation shall give oral or written notice of meetings of Members in a fair and reasonable manner. Notice is fair and reasonable if the following occur:

(a) Notice of an annual meeting or regular meeting is given at least ten (10) days before the meeting by two or more of the following: from the pulpit of the Church, in the Church's weekly bulletin, in a Church publication, or by mail. However, if Members will be asked at such a meeting to approve: (i) a contract between the Church and a Director or an entity in which a Director is interested; (ii) indemnification of an officer, employee or agent; (iii) an amendment to the Articles of Incorporation; or (iv) a merger, sale of substantially all of the assets, or dissolution of the Church, then notice shall be given in accordance with Section 5(b) below.

(b) The Corporation notifies the Members of the place, date, and time of each special meeting of the Members, and any meeting for which such notice is required by Section 5(a) above or Indiana law, not less than ten (10) days before the meeting date, if the notice is mailed by first class or registered mail, or, if notice is mailed by other

than first class or registered mail, thirty (30) days to sixty (60) days before the meeting date.

(c) Notice of an annual or a regular meeting includes a description of any matter or matters to be considered at the meeting that must be approved by the Members.

(d) Notice of a special meeting includes a description of the purpose for which the meeting is called; and

(e) If the Corporation's membership consists of more than one thousand (1,000) Members, notice of the place, date, and time of an annual, a regular, or a special meeting, and in the case of a special meeting, the purpose of the special meeting, may be given by one (1) publication in a newspaper of general circulation, printed in English, in the county in which the Corporation has its principal office if the publication is made not less than ten (10) days and not more than thirty (30) days before the meeting date.

(f) A written notice delivered as part of a newsletter, magazine, or other publication regularly sent to Members constitutes a written notice or report if addressed or delivered to the Member's address shown in the Corporation's current official registry of Members, or if Members are residents of the same household and have the same address in the Corporation's current official registry of Members, if addressed or delivered to one (1) of the Members at the address appearing on the current official registry of Members.

(g) Written notice by the Corporation to a Member is effective when mailed, if correctly addressed to the Member's address shown in the Corporation's current record of Members. A written notice transmitted by facsimile or electronic mail is effective when received. Oral notice is effective when communicated.

(h) Except as provided by statute, if an annual, a regular, or a special meeting of Members is adjourned to a different date, time, or place, it is not required that notice be given of the new date, time, or place if the new date, time, or place is announced at the meeting before adjournment.

Section 6. Waiver of Notice. Notice may be waived in a writing, signed by the Member entitled to notice, and filed with the minutes or the corporate records. Attendance at or participation in any meeting (a) waives objection to lack of notice or defective notice, unless the Member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting, and (b) waives objection to consideration of a particular matter at the meeting that is not within the purposes described in the meeting notice, unless the Member objects to considering the matter when the matter is presented.

Section 7. Quorum. The Members present and voting at any duly announced meeting shall constitute a quorum at all meetings of the Members. After a vote is represented for any purpose at a meeting, the vote is considered present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting. Any meeting of the Members, including annual, regular, and special meetings or any adjournments thereof, may be adjourned to a later date although less than a quorum is present. Unless at least one-third (1/3) of the membership is present, in person or by proxy, the only matters that may be voted upon at an annual or a regular meeting of the Members are those matters that are described in the meeting notice.

Section 8. Vote of Members. Unless otherwise provided in the Articles of Incorporation or these Bylaws, each Member of the Corporation shall be entitled to one (1) vote on each matter properly to come before the Members. Action on a matter is approved if the votes cast favoring the action exceed the votes cast opposing the action.

Section 9. Action by Written Consent. Any action required or permitted to be approved by the Members may be taken without a meeting of the Members if the action is approved by Members holding at least eighty percent (80%) of the votes entitled to be cast on the action. The action must be evidenced by at least one (1) written consent describing the action taken that meets the following conditions:

- (a) Is signed by Members representing at least eighty percent (80%) of the votes entitled to be cast on the action; and
- (b) Is included in the minutes or filed with the Corporation's records reflecting the action taken.

Requests for written consents must be delivered to all Members. A consent signed under this Section has the effect of a meeting vote.

Section 10. Action by Written Ballot. Any action that may be taken at an annual, regular, or special meeting of the Members may be taken without a meeting if the Corporation delivers a written ballot to every Member entitled to vote on the action. A written ballot must set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written ballot is valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. A solicitation for votes by written ballot must (a) indicate the number of responses needed to meet the quorum requirements, (b) state the percentage of approvals necessary to approve each matter, and (c) specify the time by which a ballot must be received by the Corporation to be counted. A written ballot may not be revoked.

Section 11. Means of Communication. The Corporation and the Board of Directors may (a) permit a Member to participate in an annual, a regular, or a special meeting by or (b) conduct an annual, a regular, or a special meeting through the use of any means of communication by which all Members participating may simultaneously hear each other during the meeting. A Member participating in a meeting by such means shall be considered present in person at the meeting

Section 12. No Proxy Voting. Members of the Corporation may not vote by proxy.

ARTICLE III

Board of Directors

Section 1. Directors. The corporate powers, business, and affairs of the Corporation shall be managed, controlled, and conducted by, and under the supervision of, the Board of Directors, subject to the provisions of the Articles of Incorporation and these Bylaws. The Board of Directors shall have the powers and responsibilities of the Charge Conference as to: (a) general oversight of the Church's councils, excluding the setting of term limits; and (b) supervision of the Board of Trustees in its administration of all real and personal property of the Church and gifts and bequests to the Church. The Board of Directors shall also have the powers and duties of the Administrative Board, as set out in the *Discipline*, and all other powers and duties given to the Board of Directors by law, in the Articles of Incorporation or in these Bylaws.

Section 2. Membership Qualifications and Terms.

(a) Subject to the foregoing, the Board of Directors shall consist of no less than eleven (11) and no more than fifteen (15) members, all of whom shall be professing

members of the Church. The number of Directors shall be set by the Board of Directors in its sole discretion. Terms of office shall be three-year terms, except for the initial Directors, and Directors may serve no more than two (2) consecutive three-year terms. No pastor, while under appointment to the Church or while employed by the Church, shall serve as a voting member of the Board of Directors. Directors, except for ex-officio, non-voting Directors, shall be at least (18) years of age.

(b) The membership of the Board of Directors shall include the following:

1. Chairperson
2. Vice Chairperson
3. Corporate Secretary
4. Corporate Treasurer
5. Member who shall serve as representative to the Board of Trustees
6. Member who shall serve as representative to the Staff-Parish Relations Committee
7. Member who shall serve as representative to the Finance Committee
8. Member at-large
9. Member at-large
10. Member at-large
11. Lay Leader who shall serve as chair of the Ministries Council
12. Lay Representative to Annual Conference

(c) The Senior Pastor shall serve as an ex-officio, non-voting member of the Board of Directors. When the Board discusses matters that the Chairperson determines have the potential to create a conflict of interest for the Senior Pastor, the Senior Pastor shall recuse himself/herself from the meeting until such discussion is complete. The Directors may appoint additional ex-officio, non-voting members to the Board of Directors.

(d) The initial Directors and their terms shall be as set out in the Articles of Incorporation.

(e) Should a Director refuse to execute properly a legal instrument relating to any property of the Church when directed to do so by the Members at an annual, regular or

special meeting when all legal requirements have been satisfied in reference to such execution, the Members may by majority vote declare the Director's membership on the Board of Directors vacated. If a Director ceases to be a professing member of the Church, then the Director is automatically removed from the Board of Directors, effective on the date on which the Director ceased to be a professing member of the Church.

(f) In the event the number of members is increased by the Board of Directors or a Director resigns, is removed, or becomes unable or unwilling to serve, then the Board of Directors may appoint a professing member to fill the vacant position until the next annual meeting of the Members, at which an election shall be held to fill the vacant position for the balance of the term.

Section 3. Quorum and Voting. One-third (1/3) of the voting Directors in office immediately before a meeting begins shall constitute a quorum for the transaction of any business properly to come before the Board of Directors. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 4. Regular Meetings. The Board of Directors shall hold regular meetings at least quarterly for the purpose of transacting such business as properly may come before the Corporation's Board of Directors. Reasonable notice of the date, time, and place of the meeting shall be provided to the Directors prior to such meeting.

Section 5. Special Meetings. The Board of Directors may hold special meetings for any lawful purpose upon call by the Chairperson or by three (3) or more members of the Board of Directors at any date, time, and place within the State of Indiana as is specified in the call of the meeting. The purpose of any such meeting need not be specified.

Section 6. Notice of Special Meetings and Waiver. The Corporation shall give oral or written notice of special meetings of the Board of Directors in a fair and reasonable manner and in accordance with the requirements stated in the *Discipline* for notice of a meeting of the Board of Trustees.

Section 7. Waiver of Notice. Notice may be waived in a writing signed by the director entitled to the notice and filed with the minutes or the corporate records. Attendance at or participation in any meeting of the Corporation's Board of Directors shall constitute a waiver of notice of such meeting unless the director shall, at the beginning of the meeting or promptly upon the director's arrival, object to holding the meeting and does not vote for or assent to action taken at the meeting.

Section 8. Means of Communication. The Board of Directors, or a committee thereof, may (a) permit a director or a committee member to participate in a regular or special meeting, or (b) conduct a regular or special meeting through the use of any means of communication by which all Directors or committee members participating may simultaneously hear each other during the meeting. A director or committee member participating in a meeting by such means shall be considered present in person at the meeting.

Section 9. Action by Written Consent. Any action required or permitted to be taken at any meeting of the Board of Directors, or any committee thereof, may be taken without a meeting if a written consent describing such action is signed by each director or committee member and such written consent is included in the minutes or filed with the corporate records reflecting the action taken. Action taken by written consent shall be effective when the last director or committee member signs the consent, unless the consent specifies a prior or subsequent effective date. A consent signed as described in this section shall have the effect of a meeting vote and may be described as such in any document.

ARTICLE IV

Committees

Section 1. Executive Committee. The Board of Directors may, by resolution adopted by a majority of the Directors then in office, designate two (2) or more Directors of the Corporation to constitute an Executive Committee which, to the extent provided in such resolution and consistent with applicable law and the *Discipline*, shall have and exercise all of the authority of the Board of Directors in the management of the Corporation's affairs during intervals between the meetings of the Board of Directors. The Executive Committee shall be subject to the authority and supervision of the Board of Directors.

Section 2. Standing Committees. The following shall be the standing committees of the Board of Directors:

(a) Board of Trustees. There shall be a Board of Trustees which shall function as provided in ¶ 2524 – ¶ 2551 of the *Discipline*, except that the authority and power referenced in said sections of the *Discipline* shall reside with the Board of Directors and shall be delegated to the Board of Trustees at the discretion of the Board of Directors. The Board of Trustees shall be nominated by the Committee on Lay Leadership and elected at the annual meeting of Members.

(b) Committee on Lay Leadership. There shall be a Committee on Lay Leadership which shall function as described in ¶ 259.1 of the *Discipline*. The Committee on Lay Leadership shall be nominated by the Committee on Lay Leadership and elected at the annual meeting of Members.

(c) Staff-Parish Relations Committee. There shall be a Staff-Parish Relations Committee which shall function as described in ¶ 259.2 of the *Discipline*. The Staff-Parish

Relations Committee shall be nominated by the Committee on Lay Leadership and elected at the annual meeting of Members.

(d) Finance Committee. There shall be a Finance Committee which shall function as described in ¶ 259.4 of the *Discipline*. The Finance Committee shall be nominated by the Committee on Lay Leadership and elected at the annual meeting of Members.

(e) Ministries Council. There shall be a Ministries Council, the Chairperson of which shall be the Lay Leader who is nominated by the Committee on Lay Leadership and elected at the annual meeting of Members. The Chairperson shall also be a member of the Board of Directors. In addition to the Chairperson, twelve (12) additional persons shall serve on the Ministries Council, three (3) elected to each of four ministry area teams. Each member shall serve a three-year term. All pastors and program staff shall serve as members of the Ministries Council. Lay members and related pastors/program staff shall serve as overseers of the four ministry areas, working together in planning, coordinating, encouraging, and evaluating how the Church fulfills its mission. The four ministry areas that reflect the Church's mission shall be:

Worship and the Arts
Care and Nurture
Discipleship and Formation
Outreach and Mission.

Extending from each of these four areas may be a variety of other ministry teams that reflect the mission of each area. Members of the Ministries Council shall be nominated by the Committee on Lay Leadership and elected at the annual meeting of the Members.

Section 3. Other Committees. The Board of Directors may establish other committees, in addition to the Executive Committee and the Standing Committees, to accomplish the goals and perform the programs of the Corporation, provided that such committees exist and operate in accordance with the provisions of the *Discipline*, if any, concerning such committees.

Such committees shall have such responsibilities and powers as the Board of Directors shall specify. Members of such committees may, but need not, be members of the Board of Directors. A committee member appointed by the Board of Directors may be removed by the Board of Directors with or without cause.

ARTICLE V

Conflicts of Interest

Section 1. General Statement and Procedures. It is the policy of the Corporation and its Board of Directors that the Corporation's Directors and employees carry out their respective duties in a fashion that avoids actual, potential, or perceived conflicts of interest. The Corporation's Directors and employees shall have the continuing, affirmative duty to report any personal ownership, interest, or other relationship that might affect their ability to exercise impartial, ethical, and business-based judgments in fulfilling their responsibilities to the Corporation. This policy shall be further subject to the following principles:

(a) Directors and employees of the Corporation shall conduct their duties with respect to potential and actual grantees, contractors, suppliers, agencies, and other persons transacting or seeking to transact business with the Corporation in a completely impartial manner without favor or preference based upon any consideration other than the best interests of the Corporation.

(b) Directors and employees of the Corporation shall not seek or accept for themselves or anyone else, from any person or business entity that transacts or seeks to transact business with the Corporation, any gifts, entertainment, or other favors relating to their positions

with the Corporation that exceed common courtesies consistent with ethical and accepted business practices.

(c) If a director, or a director's relative (the term "relative" includes spouses, ancestors, and descendants, whether by whole or half-blood), directly or indirectly owns a significant financial interest in, or is employed by, any business entity that transacts or seeks to transact business with the Corporation, the director shall disclose that interest or position and shall refrain from voting on any issue pertaining to the transaction.

(d) Employees of the Corporation shall not conduct business on behalf of the Corporation with a relative or a business entity in which the employee or his or her relative owns a significant financial interest or by which such employee or relative is employed, except where such dealings have been disclosed to, and specifically approved and authorized by, the Board of Directors of the Corporation.

(e) The Board of Directors may require the Corporation's Directors or employees to complete annually (or as otherwise scheduled by the Board) a disclosure statement regarding any actual or potential conflict of interest described in these Bylaws. The disclosure statement shall be in such form as may be prescribed by the Board and may include information regarding a person's participation as a director, trustee, officer, or employee of any other organization. The Board of Directors shall be responsible for oversight of all disclosures or failures to disclose and for taking appropriate action in the case of any actual or potential conflict of interest transaction.

Section 2. Validity of Actions. The failure of the Corporation, its Board of Directors, or any or all of its Directors or employees to comply with the conflict of interest provisions of these Bylaws shall not invalidate, cancel, void, or make voidable any contract,

relationship, action, transaction, debt, commitment, or obligation of the Corporation that otherwise is valid and enforceable under applicable law.

ARTICLE VI

Indemnification

Section 1. Indemnification by the Corporation. To the extent not inconsistent with applicable law, every person (and the heirs and personal representatives of such person) who is or was a director, Member, employee, or agent of the Corporation shall be indemnified by the Corporation against all liability and reasonable expense that may be incurred by him or her in connection with or resulting from any claim, action, suit, or proceeding (a) if such person is wholly successful with respect thereto, or, (b) if not wholly successful, then if such person is determined, as provided in this Article VI, to have acted in good faith, in what he or she reasonably believed to be the best interests of the Corporation (or, in any case not involving the person's official capacity with the Corporation, in what he or she reasonably believed to be not opposed to the best interests of the Corporation) and, in addition, with respect to any criminal action or proceeding, is determined to have had reasonable cause to believe that his or her conduct was lawful (or no reasonable cause to believe that the conduct was unlawful). The termination of any claim, action, suit, or proceeding, civil or criminal, by judgment, order, settlement (whether with or without court approval), or conviction or upon a plea of guilty or of nolo contendere or its equivalent, shall not create a presumption that a person did not meet the standards of conduct set forth in this Article VI.

Section 2. Definitions. (a) As used in this Article VI, the terms "claim, action, suit, or proceeding" shall include any threatened, pending, or completed claim, action, suit, or

proceeding and all appeals thereof (whether brought by or in the right of this Corporation, any other corporation, or otherwise), civil, criminal, administrative, or investigative, whether formal or informal, in which a person (or his or her heirs or personal representatives) may become involved, as a party or otherwise:

(i) By reason of his or her being or having been a director, officer, Member, employee, or agent of the Corporation or of any corporation where he or she served as such at the request of the Corporation, or

(ii) By reason of his or her acting or having acted in any capacity in a corporation, partnership, joint venture, association, trust, or other organization or entity where he or she served as such at the request of the Corporation, or

(iii) By reason of any action taken or not taken by him or her in any such capacity, whether or not he or she continues in such capacity at the time such liability or expense shall have been incurred.

(b) As used in this Article VI, the terms "liability" and "expense" shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines, or penalties against, and amounts paid in settlement by or on behalf of, a person.

(c) As used in this Article VI, the term "wholly successful" shall mean (i) termination of any action, suit, or proceeding against the person in question without any finding of liability or guilt against him or her, (ii) approval by a court, with knowledge of the indemnity herein provided, of a settlement of any action, suit, or proceeding, or (iii) the expiration of a reasonable period of time after the making of any claim or threat of any action, suit, or proceeding without the institution of the same, without any payment or promise made to induce a settlement.

Section 3. Entitlement to Indemnification. Every person claiming indemnification hereunder (other than one who has been wholly successful with respect to any claim, action, suit, or proceeding) shall be entitled to indemnification (a) if special independent legal counsel, which may be regular counsel of the Corporation or other disinterested person or persons, in either case selected by the Board of Directors, whether or not a disinterested quorum exists (such counsel or person or persons being hereinafter called the "referee"), shall deliver to the Corporation a written finding that such person has met the standards of conduct set forth in Section 1 of this Article VI and (b) if the Board of Directors, acting upon such written finding, so determines. The person claiming indemnification shall, if requested, appear before the referee and answer questions which the referee deems relevant and shall be given ample opportunity to present to the referee evidence upon which he or she relies for indemnification. The Corporation shall, at the request of the referee, make available facts, opinions, or other evidence in any way relevant to the referee's findings that are within the possession or control of the Corporation.

Section 4. Relationship to Other Rights. The right of indemnification provided in this Article VI shall be in addition to any rights to which any person may otherwise be entitled.

Section 5. Extent of Indemnification. Irrespective of the provisions of this Article VI, the Board of Directors may, at any time and from time to time, approve indemnification of Directors, officers, Members, employees, or agents of the Corporation to the fullest extent permitted by applicable law, or, if not permitted, then to any extent not prohibited by such law, whether on account of past or future transactions.

Section 6. Advancement of Expenses. Expenses incurred with respect to any claim, action, suit, or proceeding may be advanced by the Corporation (by action of the Board of Directors, whether or not a disinterested quorum exists) prior to the final disposition thereof

upon receipt of an undertaking by or on behalf of the recipient to repay such amount if he or she is not entitled to indemnification.

Section 7. Purchase of Insurance. The Board of Directors is authorized and empowered to purchase insurance covering the Corporation's liabilities and obligations under this Article VI and insurance protecting the Corporation's Directors, officers, Members, employees, agents, or other persons.

ARTICLE
VII

Contracts, Checks, Loans, Deposits, and
Gifts

Section 1. Contracts. The Board of Directors may authorize one (1) or more officers, agents, or employees of the Corporation to enter into any contract or execute any instrument on its behalf. Such authorization may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power to bind the Corporation or to render it liable for any purpose or amount.

Section 2. Checks. All checks, drafts, or other orders for payment of money by the Corporation shall be signed by such person or persons as the Board of Directors may from time to time designate by resolution. Such designation may be general or confined to specific instances.

Section 3. Loans. Unless authorized by the Board of Directors, no loan shall be made or contracted for on behalf of the Corporation and no evidence of indebtedness

shall be issued in its name. Such authorization may be general or confined to specific instances.

Section 4. Deposits. All funds of the Corporation shall be deposited to its credit in such banks or other depositories as the Board of Directors may designate. Such designation may be general or confined to specific instances.

Section 5. Gifts. The Board of Directors may designate the Board of Trustees or the Endowment Committee, as appropriate, to accept on behalf of the Corporation any gift, bequest, devise, or other contribution for the purposes of the Corporation on such terms and conditions as the Board of Directors shall determine.

ARTICLE VIII

Amendments

The power to make, alter, amend, or repeal the Bylaws is vested in the Board of Directors of the Corporation by majority vote of those present at a meeting at which a quorum is present.

END

**FIRST AMENDMENT TO THE BYLAWS OF
NORTH UNITED METHODIST CHURCH, INC.**

Pursuant to Article VIII of the Bylaws, the Board of Directors of North United Methodist Church, Inc. hereby amends the Bylaws, effective as set out below:

1. Effective December 1, 2012, Article III, Section 3 is amended and restated to read as follows:

Section 3. Quorum and Voting. One-third (1/3) of the voting Directors in office immediately before a meeting begins shall constitute a quorum for the transaction of any business properly to come before the Board of Directors. *Directors may attend a meeting in person or remotely so long as each Director can hear all of the other Directors.* The act of a majority of the Directors present at a meeting *in person or remotely* at which a quorum is present shall be the act of the Board of Directors.

2. Effective December 1, 2012, Article III, Section 9 is amended and restated to read as follows:

Section 9. Action by Written Consent. Any action required or permitted to be taken at any meeting of the Board of Directors, or any committee thereof, may be taken without a meeting if a written consent describing such action is signed by *a majority* of the directors or committee members and such written consent is included in the minutes or filed with the corporate records reflecting the action taken. *Directors may consent to an action by email.* Action taken by consent shall be effective when the last *required* director or committee member signs the consent, unless the consent specifies a prior or subsequent effective date. A

consent signed as described in this section shall have the effect of a meeting vote and may be described as such in any document.

3. Effective January 1, 2014, Article III, Section 2(a) and (b) are amended and restated to read as follows:

Section 2. Membership Qualifications and Terms.

(a) Subject to the foregoing, the Board of Directors shall consist of no less than eleven (11) and no more than fifteen (15) members, all of whom shall be professing members of the Church. The number of Directors shall be set by the Board of Directors in its sole discretion. *Terms of office shall generally be three-year terms, except for the initial Directors and except when a Director is the Chair of a Board or Committee, in which case the Director shall serve on the Board for the duration of her or his term Committee Chair. Directors may not serve more than two (2) consecutive terms in the same position.* No pastor while under appointment to the church or while employed by the church, shall serve as a voting member of the Board of Directors. Directors, except for ex-officio, non-voting Directors, shall be at least eighteen (18) years of age.

(b) The membership of the Board of Directors shall include the following:

1. Chairperson
2. Vice Chairperson
3. Corporate Secretary
4. Corporate Treasurer
5. Chair of the Board of Trustees
6. Chair of the Staff Parish Relations Committee

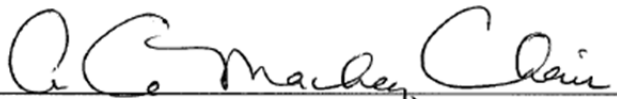
7. Chair of the Finance Committee
8. Member at large (representing women)
9. Member at large (representing men)
10. Member at large (representing youth)
11. Chair of the Ministries Council/Lay Leader
12. Lay Representative to the Annual Conference
13. Lay Leader

If the Chair of the Board of Trustees, the Staff Parish Relations Committee, the Finance Committee or the Ministries Council is unable or unwilling to contemporaneously serve as a Director for a short period of time or for an extended period of time, that Chair may designate an alternate member of her or his Committee to serve on the Board in her or his place for the time period designated by the Chair. The alternate shall have the same authority on the Board as the Chair for the duration of the designation.

4. Effective January 1, 2013, Article IV, Section 2(e) shall be amended and restated to read as follows:

(e) Ministries Council. There shall be a Ministries Council, the Chairperson of which shall be a Lay Leader who is nominated by the Committee on Lay Leadership and elected at the annual meeting of Members. The Chairperson shall also be a member of the Board of Directors. All pastors and program staff shall serve as members of the Ministries Council.

Adopted November 20, 2013


Ann Carr Mackey, Chair of the Board