

BYLAWS OF FIRST UNITED METHODIST CHURCH FOUNDATION, INC.

ARTICLE I

Members

Section 1.01. Membership: ~~Each person who is a member in good standing of the First United Methodist Church of West Lafayette, Indiana, and who has contributed \$100.00 or more to this Foundation shall be a member of this Foundation. Upon ceasing to be a member in good standing of the First United Methodist Church of West Lafayette, Indiana, an individual shall automatically cease to be a member of the Foundation. Persons who are not members of the First United Methodist Church can become members of this Foundation if they contribute \$100.00 or more and their membership is approved by the Foundation Board of Directors.~~ Each person who actively participates in the ministries of the First United Methodist Church of West Lafayette (FUMCWL) through their prayers, presence, gifts, service, and witness, and who has contributed one hundred dollars (\$100) or more to this Foundation shall be a member of this Foundation. While it is the ideal that a member of the Foundation is also a member in good standing of FUMCWL, it is not a requirement. Non-members of FUMCWL do require approval of the Board of Directors. Foundation members who cease to actively participate in the ministries of FUMCWL may, upon review by the Senior Pastor and Foundation Board, be removed from Foundation membership, following a process which honors the United Methodist Book of Discipline.

Section 1.02. *Ex Officio* Members: The Senior Pastor of said Church shall be an ***ex officio*** member of this Foundation so long as he/she serves in that office. Also, the Chairman of that Church's Board of Trustees shall be an ***ex officio*** member of this Foundation so long as he/she serves in that office.

ARTICLE II

Meetings of Members and Fiscal Year

Section 2.01. Fiscal Year: The fiscal year of this Foundation shall be the period twelve (12) months ending on December 31 of each calendar year.

Section 2.02. Annual Meeting ~~The annual meeting of the members of this Foundation shall be held late April or early May or as decided by the Board of Directors in extraordinary circumstances. The annual meeting of the members shall be held at such hour as the Board of Directors shall fix.~~ The date of the annual meeting of the members of this Foundation shall be set by the Board of Directors in consultation with the Senior Pastor, at a time and date that fits best with the church calendar. Traditionally it has been held in late April or early May of the year.

Section 2.03. Special Meetings: Special meetings of the members of this Foundation may be called by the Board of Directors or by one-fifth the members.

Section 2.04. Place of Meetings: All meetings of the members of this Foundation shall be held in the facilities of the First United Methodist Church of West Lafayette, Indiana unless the Board of Directors shall determine otherwise.

Section 2.05. Notice of Meetings: ~~Notice of each meeting of the members of this Foundation, stating the date, hour and place of such meeting (and in the case of a special meeting, the purpose or purposes for which the meeting is called) shall be published in the Prevue, the Sunday Bulletin published by the First United Methodist Church of West Lafayette, Indiana, and other media as appropriate not less than ten (10) days prior to the date of the meeting.~~ Notice for each meeting of the members of this Foundation, stating the date, hour and place of such meeting (and in the case of a special meeting, the purpose or purposes for which the meeting is called) shall be communicated the two prior Sunday mornings and in other communications distributed by FUMCWL, not less than ten (10) days prior to the date of the meeting.

Section 2.06. Voting: On all corporate matters, including the election of directors, each member of this Foundation shall have one (1) vote.

Section 2.07. Proxies: A member of this Foundation may vote either in person or by proxy executed in writing by the member. No proxy shall be valid after eleven (11) months from the date of its execution, unless a longer time is expressly provided therein.

Section 2.08. Quorum: At any meeting of the members of this Foundation, the members represented in person or by proxy and voting at any duly announced meeting,

shall constitute a quorum. Except as otherwise provided by the Indiana Not-for-Profit Corporation Act of 1971, as amended from time to time, a majority of said quorum may decide any question which may properly come before the meeting. Voting in the election of directors shall be conducted in the manner provided in Section 3.05 of these Bylaws.

ARTICLE III

Board of Directors

Section 3.01. Number: The number of directors of this Foundation shall be two (2) Class A Directors and nine (9) Class B Directors.

The Class B Directors shall be elected by the members of this Foundation.

Section 3.02. Election and Tenure:

Class A Directors: The Senior Pastor and Chairman of the Board of Trustees of the First United Methodist Church of West Lafayette, Indiana shall serve as Class A Directors of the Foundation so long as they retain their offices in said Church.

Class B Directors: The Class B directors shall consist of three annual classes, each annual class to include, as nearly as may be, of one-third of the number of directors then constituting the entire board. The terms of office of directors of the first class shall expire at the annual meeting next following the adoption of the Amended Articles of Incorporation; the terms of office of the directors of the second class shall expire one year thereafter; the terms of office of the third class of directors shall expire two years thereafter; at each subsequent annual meeting, the directors elected to succeed those whose terms expire shall be elected for a full term of three years.

Section 3.03. Qualifications: ~~(In effect through 1992:)~~ Each director shall be a member of this Foundation ~~and the First United Methodist Church of West Lafayette, Indiana.~~ **With the exception of the Foundation Treasurer, no** ~~No~~ member shall be eligible to serve for more than six of any seven consecutive years, and no person shall be nominated who is not eligible to serve for the full term for which he is they are nominated. ~~(Effective 1993 and subsequent years:)~~ ~~Each director shall be a member of this Foundation and the First United Methodist Church. No member shall be eligible to serve for more than six (6) of any nine consecutive years, and no person shall be nominated who is not eligible to serve for the full term for which he is nominated.~~ **For the purpose of continuity of the services of the Treasurer to the Foundation, that person may be elected to repeated three-year terms, as serves the needs and desires of the Foundation and of the Treasurer. It is the ideal, but not a requirement, that the Treasurer will complete any three-year term to which they have been elected.**

Section 3.04. Vacancies: Any vacancy on the Board of Directors resulting from the disqualification, resignation, inability to serve or removal of a director shall be filled by the remaining directors until the next annual meeting of the members of this Foundation, at which time the members shall elect a director to fill the balance of the unexpired term.

Section 3.05. Procedures for Nomination and Election: Nominations for directors of this Foundation shall be made by the Nominating Committee or from the floor by individual members at the annual meeting. If there are more nominees than positions available, election shall be by secret ballot, and the ballots shall be counted by two (2) tellers appointed by the officer presiding at the annual meeting.

Section 3.06. Annual Meeting: The annual meeting of the Board of Directors of this Foundation shall be held each year immediately following the annual meeting of the members and at the same place, for the purpose of electing officers of this Foundation for the ensuing year and for the conduct of any other business that may be brought before the meeting. Such meeting shall be held without notice.

Section 3.07. Regular Meetings: Regular meetings of the Board of Directors may be held without notice to the Foundation membership, at such times and places (within or outside the State of Indiana) as the Board of Directors may from time to time determine.

Section 3.08. Other Meetings: Other meetings of the Board of Directors may be held upon the call of the President or three (3) or more directors, at any place (within or outside the State of Indiana) upon three (3) days' notice, specifying the time, place and general purposes of the meeting, given to each director either personally, or by telephone or by ordinary mail or electronic mail.

Section 3.09. Quorum. At any meeting of the Board of Directors, five Class B Directors shall constitute a quorum for the transaction of any business. For the purpose of filling vacancies on the Board, a majority of the remaining Directors shall constitute a quorum. Except as otherwise provided in the Indiana Not-for-Profit Corporation Act of 1971, as amended from time to time, a majority of such quorum may decide any question properly brought before the meeting.

Section 3.10. Committees: The Board of Directors may create one (1) or more committees, each consisting of three (3) or more directors (or Foundation members), including, without limitation, an executive committee and a nominating committee. Subject to applicable provisions of the Indiana Not-for-Profit Corporation Act of 1971, as amended from time to time, each such committee shall have such duties and exercise such powers as may be delegated to it by the Board of Directors in the resolution creating such committee. Each committee shall keep minutes of each of its meetings and shall cause them to be reported to the Board of Directors at its next meeting.

Section 3.11. Action Taken by Unanimous Consent: Action to be taken by the Board of Directors or any committee thereof may be taken without a meeting if, prior to such action, the written consent of all the directors or all the members of such committee is obtained. Such written consent shall be filed with the minutes of the Board of Directors or of said committee, as the case may be.

ARTICLE IV

Officers

Section 4.01. Number and Title: The officers of this Foundation shall consist of a President, a Vice-President, a Secretary, a Treasurer, and such other officers as the Board of Directors may from time to time determine.

Section 4.02. Qualifications: All officers of this Foundation shall be directors of this Foundation. No persons shall hold more than one (1) office.

Section 4.03. Election, Tenure and Removal: The officers shall be elected by the Board of Directors at its annual meeting and shall serve until the next annual meeting of said Board and until their respective successors have been duly elected and qualified, unless sooner removed. The Board of Directors may remove any officer at any time with or without cause by a 2/3 vote of the Board.

Section 4.04. President: The President shall preside over all meetings of the Board of Directors and of the members of this Foundation. He/she shall direct the affairs of this Foundation generally and shall have such other duties and exercise such other powers as may be delegated by the Board of Directors.

Section 4.05. Vice-President: The Vice-President shall perform the functions and duties of the President in the latter's absence and shall have such other duties and exercise such other powers as may be delegated by the Board of Directors.

Section 4.06. Secretary: The Secretary shall have custody of the minutes and current membership records of the Foundation. He/she shall keep the minutes of all meetings of the members, of the Board of Directors, and of each committee of the Board of Directors, shall give such notices as may be required for all such meetings, and shall have such other duties and exercise such other powers as may be delegated by the Board of Directors. All records will be preserved in a manner to be available for future use.

Section 4.07. Treasury: The Treasurer shall have custody of the books of account and financial records of this Foundation and shall maintain said books and records in accordance with generally accepted accounting methods. principles (GAAP). He/she shall

have custody of all money, securities, certificates, notes and security instruments, leases, and other certificates representing intangible personal property owned by the Foundation. In addition, the Treasurer shall ~~be responsible for the Memorial Gift Book and~~ have such other duties and exercise such other powers as may be delegated by the Board of Directors. It shall be the policy of this Foundation to maintain in effect a fidelity bond indemnifying this Foundation against loss sustained by it as a result of the defalcation of the Treasurer or any other person having custody of or access to the foregoing money or property, in an amount conforming to industry norms for fidelity bond coverage ~~(at the time of this bylaws revision, 20% of the aggregate value of such money and property).~~ This fidelity bond shall be reviewed annually and be adjusted as deemed appropriate by the Board of Directors in relation to current conditions and laws.

Section 4.08. Other Officers: Each of the other officers elected by the Board of Directors shall have such duties and exercise such powers as are designated in the resolution by which such office is established (as that resolution may be amended or supplemented from time to time).

ARTICLE V

The Seal

Section 5.01. Seal: This Foundation has not adopted a seal. On any document where the seal of this Foundation is to appear, the words "No Seal" will be inserted in lieu of a seal, until or unless the Foundation Board of Directors adopts a seal.

ARTICLE VI

Amendments

Section 6.01. Amendments: The members of the Foundation shall have the power to make, amend, or rescind the Bylaws of this Foundation at any meeting of the Foundation on not less than ten (10) days' notice. Enactment of changes requires a 2/3rds majority of those members voting as defined in Section 2.08. Quorum.