

**BYLAWS OF**  
**GREAT PLAINS UNITED METHODIST CAMPUS MINISTRY, INC.**

**1. GENERAL PROVISIONS**

- 1.1 Name. The name of the corporation is Great Plains United Methodist Campus Ministry, Inc.
- 1.2 Registered Office. The registered office of this corporation in the State of Kansas shall be located at 9440 E. Boston, Suite 140, Wichita, Sedgwick County, Kansas 67207.
- 1.3 Resident Agent. The name and address of the corporation's resident agent in this state is Great Plains United Methodist Campus Ministry, Inc., 9440 E. Boston, Suite 140, Wichita, Sedgwick County, Kansas 67207.
- 1.4 Term. The term for which this corporation is to exist is perpetual.
- 1.5 Fiscal Year. The fiscal year of the corporation shall be January 1 to December 31 of each year.

**2. PURPOSE**

- 2.1 Non-Profit. This corporation is organized not for profit and shall have no authority to issue capital stock.
- 2.2 General Purpose. This corporation is organized exclusively for religious, charitable, and educational purposes, as more fully described in the Articles of Incorporation.
- 2.3 Compensation. Compensation or payment shall never be paid or made to any member, officer, director, Trustee, creator, or organizer of this corporation, or substantial contributor to it, except as an allowance for actual expenditures or services actually made or rendered to or for the corporation as an employee of the corporation, and neither the whole nor any portion of the assets or net earnings, current or accumulated of this corporation, shall ever be distributed to or divided among any such persons; provided, further, that neither the whole nor any part or portion of such assets or earnings ever be used for, accrued to or inure to the benefit of any member or private individual within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of

any future United States Internal Revenue Law.

- 2.4 Assets Held in Trust. All assets of the corporation shall be held in trust, that the assets and premises shall be kept, maintained and disposed of for the benefit of The United Methodist Church and subject to the usages and the Book of Discipline of the United Methodist Church.
- 2.5 Assets Upon Dissolution. Upon the dissolution of this corporation, the governing board shall, after paying or making the provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the organization to Great Plains Annual Conference of The United Methodist Church, or to any successor annual conference or other organized body as determined by The General Conference of The United Methodist Church, or any successor denominational body, if then tax-exempt, and any assets not so disposed of shall be conveyed exclusively for the purpose of the corporation, in such manner, to such organization or organizations organized or operated exclusively for religious, charitable, and educational purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States law, as the governing board shall determine. Any of such assets not so disposed of shall be disposed of by the District Court in the county in which the principal office to the corporation is then located, exclusively for such purposes.
- 2.6 Non-Political. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempt to influence legislation, and the corporation shall not participate in, or intervene in, including the publishing or distribution of statements, any political campaign on behalf of any candidate for public office.
- 2.7 Exempt and Charitable Purpose. Notwithstanding any other provision of these Bylaws, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or the corresponding provision of any future United States Revenue Law).

### 3. MEMBERSHIP

- 3.1 Voting Members. The members of the corporation shall be the currently-serving district superintendents of those districts within the Great Plains

Annual Conference of The United Methodist Church, or any successor annual conference, in which a United Methodist campus ministry (including multi-denominational programs) is located. The members of the corporation shall not have the right to vote by proxy.

- 3.2 Quorum. One-third (1/3) of the total membership of the corporation shall constitute a quorum at all meetings of the members for the transaction of business except as otherwise provided by law. A majority of those members present and voting at a meeting of the members at which a quorum is present shall be required for the transaction of business.
- 3.3 Presiding Officer at Meeting of Members. The duly presiding Bishop of Great Plains Annual Conference of The United Methodist Church, or any successor annual conference, or a member designated by the Bishop, shall preside at any meeting of the membership of the corporation.

#### 4. MANAGEMENT

Management of the business and affairs of the corporation shall be vested in and conducted by its Board of Trustees, and its officers, in accordance with law, the Articles of Incorporation, the corporation's Bylaws, and The Book of Discipline of The United Methodist Church.

#### 5. TRUSTEES

- 5.1 Number. Management of the corporation shall be vested in a Board of Trustees consisting of eighteen (18) Trustees, together with ex-officio Trustees.
- 5.2 Qualifications. Trustees shall be selected from persons at least twenty-one years of age who accept in principle the purposes of this corporation, are deemed qualified to participate in the attainment of its objectives and the management of its business and who otherwise represent the membership and election requirements provided herein. A Trustee shall be deemed qualified as such when an acceptance of office has been signed and filed with the Secretary, or attends a meeting of the Board of Trustees.

5.21 Composition. Campus pastors serving United Methodist campus ministries within the Great Plains Annual Conference of The United Methodist Church, (including campus pastors of United Methodist colleges) shall serve as ex-officio Trustees without vote. Eighteen (18) additional Trustees shall be nominated by the Nominating Committee of Great Plains Annual Conference of The

United Methodist Church, or any successor annual conference, and shall be elected by said conference. Twelve (12) of the Trustees shall be chosen from among lay members of The United Methodist Church within the boundaries of the Great Plains Annual Conference of The United Methodist Church or any successor annual conference, six (6) of whom shall be laywomen and six (6) of whom shall be laymen, and the remaining six (6) Trustees shall be chosen from the clergy members of the Great Plains Annual Conference of The United Methodist Church, or any successor annual conference.

- 5.3 Selection. Trustees shall be (1) nominated by the Nominating Committee of the Great Plains Annual Conference of The United Methodist Church; and (2) elected at the annual conference session of the Great Plains Annual Conference of The United Methodist Church, or any successor annual conference.
- 5.4 Term. Except as to the initial Board and as to ex-officio Trustees, Trustees shall serve terms of four (4) years, or until their successors are elected and qualified. A Trustee may serve two successive terms if elected. After serving two successive terms, a Trustee may not be elected for three years from the expiration of their last term. Trustees' term of office shall begin as determined by the nominating rules of the Great Plains Annual Conference of The United Methodist Church.
- 5.5 Classes. The Board of Trustees, other than ex-officio Trustees, shall be divided into four classes with a portion of the Board of Trustees to be elected each year for a new term, as follows: (a) four (4) Trustees for the class of 2015; (b) four (4) Trustees for the class of 2016; (c) five (5) Trustees for the class of 2017; and (3) six (6) Trustees for the class of 2018.
- 5.6 Resignation. Any Trustee of the corporation may resign upon filing a written resignation with the Secretary of the corporation, and such resignation shall become effective when so filed unless some subsequent effective date is set forth in the resignation.
- 5.7 Vacancies. Vacancies in the Board of Trustees other than by failure of Trustees' successors to be nominated, qualified and elected, shall be filled by vote of the members of the corporation, and any Trustees so chosen to fill vacancies shall meet all Trustee qualifications set forth in these bylaws. Such Trustees shall hold office for the remaining term of the Trustee whom they replaced, and until their successors are elected and qualified, or until their term of office is terminated by resignation, death, removal or disability.

- 5.8 Removal. Absence from more than one-half of the regular meetings of the Board of Trustees within a twelve (12) month period without evidence of reasonable cause shall constitute grounds for the Board of Trustees to request the resignation of and/or removal from office of a Trustee. The members of the corporation may remove any member of the Board of Trustees with or without cause by a two-thirds vote of the members present and voting at a meeting with a quorum present.

6. **MEETINGS OF TRUSTEES**

- 6.1 Place. All meetings of the Trustees shall be held at the principal place of business in this state, or at such places as may be designated by the Board of Trustees, whether within or without the state of Kansas, including Nebraska.
- 6.2 Meeting Time.
- 6.21 Annual. The annual meeting of the Trustees of this corporation shall be held within sixty (60) days from the adjournment of the annual conference session or as determined by resolution of the Board of Trustees for the purpose of (1) installation of the officers elected by the members of the corporation; 2election of members of standing committees and (3) transaction of other business as may properly be presented and come before such meeting.
- 6.22 Regular. Regular meetings shall be held periodically at such specified times as are deemed necessary by resolution of the Board of Trustees.
- 6.23 Special. Special meetings of the Trustees may be called by the President or a majority of the Executive Committee as deemed necessary, or upon request by any five (5) trustees, the President shall call and convene a special meeting of the Board within 7 days of the request. Business to be transacted shall be limited to matters specified by the notice given.
- 6.24 Telephone or Video Conferencing. Members of the Board of Trustees, or any committee thereof, may participate in a meeting of such board or committee by means of telephone conference or video conference or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

- 6.3 Notice. Notice of any meeting may be given by mailing in writing to the person entitled thereto at the last known address shown on the records of the corporation. Mailing may be made by email.
- 6.31 Waiver. Whenever notice is required to be given by these Bylaws, the Articles of Incorporation, or by statute, a written waiver thereof, signed by the persons entitled to notice, whether before or after the times stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting constitutes a waiver of notice except when the person attends for the express purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened.
- 6.32 Action by Consent. Unless otherwise provided in the Articles of Incorporation, any action required to be taken at any annual, regular or special meeting of the Trustees of the corporation, or any action which may be taken at any annual, regular or special meeting of such Trustees, may be taken if a consent in writing, setting forth the action so taken, shall be signed by all trustees entitled to vote thereon. In the event that such action which is consented to is such as would have required the filing of a certificate under the Kansas General Corporation Code, if such action had been voted upon by Trustees at a meeting thereof, the certificates filed under such other section shall state, in lieu of any statement required by such section concerning a vote of Trustees, that written consent has been given in accordance with the provisions of this section.
- 6.4 Pre-agenda. A written agenda of matters to be considered insofar as reasonably ascertainable, should be mailed in advance of any meeting, except in instances when telephone or similar communications methods are used to conduct a meeting or when a waiver of notice may apply.
- 6.5 Quorum. A majority of the total members of the Board of Trustees shall constitute a quorum at all meetings of the Trustees for the transaction of business except as otherwise provided by law, or by these Bylaws. In the event such number is not a quorum, the members present in person shall have the power to adjourn the meeting from time to time without notice other than announcement at the meeting, until the requisite number of voting members shall be present at such adjourned meeting, and any business may be transacted at the meeting as originally notified. The affirmative vote of a majority of those present and voting at a meeting with a quorum present shall control for the transaction of business.

- 6.6 Voting Procedure. All votes, except as otherwise provided by law or unless otherwise provided by resolution of the Board of Trustees, may be by ballot, viva voce, or by showing of hands.

7. **OFFICERS**

- 7.1 Designated Officers. Officers of the corporation other than the assigned Bishop, shall be nominated by the Nominating Committee of Great Plains Annual Conference of The United Methodist Church, or any successor annual conference, and shall be elected by the members of the corporation at their annual meeting, and shall be a President, a Vice President, a Secretary, and a Treasurer. The Secretary and Treasurer may or may not be the same person. The officers of the corporation shall be the same persons as the officers of the Board.
- 7.2 Other Officers and Agents. The corporation may have such other officers and agents as may from time to time be determined and appointed by the Board of Trustees, and for such terms as the Board of Trustees may determine.
- 7.3 Term and Qualification of Officers. The officers of the corporation other than the assigned Bishop shall hold their office for one year or until the next annual meeting of the Board of Trustees, or their successors are chosen and qualified, unless their respective terms of office have been terminated by resignation in writing, duly filed with the Secretary of the corporation or by removal.
- 7.4 Removal of Officers. Any officer elected or appointed by the Board of Trustees may be removed from office at any time by the affirmative vote of a two-thirds vote of the whole Board of Trustees.
- 7.5 Assigned Bishop. The assigned Bishop of Great Plains Annual Conference of The United Methodist Church, or any successor annual conference, shall preside at any meeting of the membership of the corporation, and shall perform such other duties and tasks as provided by the constitution and The Book of Discipline of The United Methodist Church.
- 7.6 President. The President shall be the presiding officer of the corporation except as provided in paragraph 7.5 and of the Board of Trustees, and shall perform such other duties as ordinarily pertain to that office. The President must be a Trustee of the corporation.
- 7.7 Vice President. In the absence or disability of the President, the Vice President shall perform all the duties of the President, and when so acting

shall have all the powers of, and be subject to all the restrictions upon the President. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed for him or her by the Board of Trustees or these Bylaws. The Vice President must be a Trustee of the corporation.

7.8 Secretary. The Secretary must be a Trustee of the corporation. The Secretary shall attend all sessions of the Board of Trustees and record or cause to be recorded all votes and the minutes of all proceedings, including rules and regulations and policy decisions, in a book to be kept for that purpose, and shall perform like duties for the standing committees. The secretary shall give, or cause to be given, notice of all meetings of the Board of Trustees and shall perform such other duties as may be prescribed by the Board of Trustees or President.

7.9 Treasurer. The Treasurer of Great Plains Annual Conference of The United Methodist Church, or any successor annual conference, shall serve as Treasurer of the corporation. The Treasurer shall keep and maintain or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, deposit all monies and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Trustees, disburse funds as allowed by the Board of Trustees, provide accountings of the transactions of the corporation, and such other duties as may be prescribed by the Board of Trustees and these bylaws. The Treasurer shall be bonded in such sum, and with such sureties, as may be determined from time to time by the Council on Finance and Administration of The Annual Conference.

## 8. STANDING COMMITTEES

8.1 Executive Committee. The Board of Trustees shall appoint from their number an Executive Committee of not more than five (5) Trustees, which shall include the President, Vice President and Secretary.

8.11 Ad Interim Powers. Unless the Board of Trustees specifically directs otherwise, during the intervals between meetings of the Board of Trustees, the Executive Committee shall have, and may exercise, all the powers of the Board of Trustees in the management of the business and affairs of the corporation in such manner as such committee shall deem in the best interests of the corporation, except that it may not amend or repeal the Articles of Incorporation or Bylaws, make, amend or revoke Board policies or adopt an agreement of merger or consolidation. Copies of all Minutes of the Executive Committee, whether approved or to be approved, shall be



provided to the whole Board of Trustees within thirty (30) days of the meeting of the Executive Committee.

8.12 Meetings. The Executive Committee shall be subject to call by the President or any two members of the Executive Committee.

- 8.2 Other Committees and Organizations. The President, or other duly authorized officer, or the Board of Trustees, may appoint or elect other committees, associations, councils or other groups and designate their specific tasks and duties.
- 8.3 Rules and Quorum. All committees, unless otherwise provided in these Bylaws or by direction of the Board of Trustees from time to time, shall adopt their own rules of procedure. At all meetings of committees a majority shall constitute a quorum and the affirmative vote of a majority of a quorum shall control for the transaction of business.
- 8.4 Ex officio Members. The President, ex officio, may attend meetings and engage in the deliberation of all committees without vote, except in the Executive Committee, where the President shall have voting capacity.
- 8.5 Committee Powers. Unless specifically authorized by the Board of Trustees, the Committees of the Board of Trustees other than the Executive Committee shall have the power to only recommend action for approval by the Board of Trustees or implement Board approved matters.

## 9. CONFLICTS OF INTEREST

No contract or transaction between this corporation and one or more of its trustees or officers, or between this corporation and any other corporation, partnership, association or other organization in which one or more of its trustees or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the trustee or officer is present at or participates in the meeting of the board or committee thereof which authorizes the contract or transaction, or solely because his or her or their votes are counted for such purposes, if either:

- a. The material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Trustees or the committee, and the board or committee in good faith authorized the contract or transaction by the affirmative votes of a majority of the disinterested Trustees even though the disinterested Trustees be less than a quorum; or
- b. The contract or transaction is fair as to the corporation as of the time it is authorized, approved or ratified by the Board of Trustees or a committee

thereof duly authorized.

Common or interested Trustees may be counted in determining the presence of a quorum at a meeting of the Board of Trustees or of a committee which authorizes the contract or transaction.

10. **INDEMNIFICATION AND INSURANCE**

- 10.1 **Indemnification.** The corporation shall reimburse and indemnify each Trustee and each officer of the corporation for or against all liabilities, losses, fines, costs and expenses (including counsel fees and including amounts reasonably paid, otherwise than to the corporation, in settlement or to secure the termination of litigation) reasonably incurred by or imposed upon him or her in connection with or resulting from any action, real or threatened, suit, or proceeding, civil or criminal (hereinafter called "action"), to which he or she may be made a party by reason of his or her being or having been such Trustee or officer, whether or not he or she continues to be such Trustee or officer at the time of incurring or becoming subject to such liabilities, losses, fines, costs of expenses and whether or not the action or omission to act on the part of such Trustee or officer which is the basis of such action occurred before or after the adoption of the Article or the Bylaws, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceedings, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful. Each person who shall act as a Trustee or officer of the corporation shall be deemed to be doing so in reliance upon such right of reimbursement or indemnification. The foregoing right of reimbursement or indemnification shall not be exclusive of other rights to which any such Trustee or officer may otherwise be entitled (specifically including K.S.A. 17-6305) and, in the event of his or her death, shall extend to his or her heirs and legal representatives.
- 10.2 **Insurance.** The corporation may purchase and maintain insurance on behalf of any trustee, officer, employee or agent of the corporation against any liability asserted against such person and incurred in such capacity whether or not the corporation would have power to indemnify such person against such liability under the provisions of the above section.

11.            **AMENDMENTS**

These Bylaws may be altered, repealed, or amended in whole or in part by a two thirds vote of the members present and voting at a meeting with a quorum present and voting; provided, however, that notice of any such proposed amendments stating the substance thereof shall first be given to each member at least fifteen (15) days before any annual or regular meeting or special meeting duly called for such purpose; and further provided that no such amendment shall become effective until approved by the members of Great Plains Annual Conference of The United Methodist Church, or any successor annual conference.

These Bylaws shall become effective January 1, 2014.

IN WITNESS WHEREOF, I have hereunto subscribed my name this \_\_\_\_ day of \_\_\_\_\_, 2014.

\_\_\_\_\_

STATE OF \_\_\_\_\_        )  
  ) SS:  
COUNTY OF \_\_\_\_\_    )

BE IT REMEMBERED, that on the \_\_\_\_ day of \_\_\_\_\_, 2014, before me, the undersigned, a Notary Public in and for the County and State aforesaid, came \_\_\_\_\_, who is personally known to me to be the same person who executed the within instrument or writing and such person duly acknowledged the execution of the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year last above written.

\_\_\_\_\_  
Notary Public

My Appointment Expires:

\_\_\_\_\_