

Indiana District Union

of the

Western Pennsylvania Conference

of the

United Methodist Church

May 5, 2013

“By Laws”

(Adopted August 11, 2011)

(Amended May 5, 2013)

Pages 2 - 7

“Policies & Rules”

(Adopted March 25, 2012)

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Pages 7 - 9



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By-Laws

The Indiana District Union

of the Western Pennsylvania Annual Conference of the United Methodist Church

(Adopted August 11, 2011)

By-Laws

Article I

NAME

The name of this corporation is "The Indiana District Union of the Western Pennsylvania Annual Conference of the United Methodist Church." It is a non-profit corporation organized under the provision of the Non-profit Corporation Law of the Commonwealth of Pennsylvania.

By-Laws

Article II

REGISTERED OFFICE

The registered office of the corporation shall be 203 Woodland Avenue, Punxsutawney, PA 15767.

By-Laws

Article III

MEMBERS

Section 1. The members of the corporation shall consist of the persons who are the members of the Indiana District of the Western Pennsylvania Annual Conference of The United Methodist Church in accordance with *The Book of Discipline of the United Methodist Church - 2008 ed.*, as amended from time to time.

Section 2. Members of the corporation may attend and vote at any meeting of the corporation in person only.

By-Laws

Article IV

MEETINGS OF THE CORPORATION

Section 1. The annual meeting of the corporation will be held at the annual session of the Indiana District Conference of The United Methodist Church, on such day and at such time and place as shall be specified by the Executive Secretary (District Superintendent).

Section 2. The Executive Secretary, or in the absence of the Executive Secretary, the President, and upon the written request of thirty members shall call a special meeting of the corporation. Any request, addressed to the President, to call a special meeting shall specify the purpose or purposes for which the meeting is requested to be called. At least ten (10) days' notice in writing shall be given by the Secretary of

the time and place of any special meeting of the corporation, mailed to the members at their respective addresses as shown on the books of the corporation.

Section 3. At all meetings of the corporation to transact business a quorum shall consist of those members who are present. All questions coming before the corporation shall be determined by the vote of a majority of the members present in person. A vote by ballot shall be taken when requested and upon the vote of ten (10) percent of the members of the corporation present at the meeting.

By-Laws
Article V
BOARD OF DIRECTORS

Section 1. The business of the corporation shall be managed by a Board of Directors, pursuant to Article V, section 5 of these Bylaws which shall consist of not fewer than three (3) nor more than nine (9) to be elected by the members of the corporation and in accordance with inclusion provisions (~~¶610.5 2008 Book of Discipline~~) and having the same qualifications provided for trustees of local churches (~~¶2524 2008 Book of Discipline~~) as provided by *The Book Discipline of The United Methodist Church*.

Section 2. The Directors shall be elected by members of the corporation for a term of three (3) years, and shall serve until their successors have been elected.

Section 3. If a vacancy occurs in the Board of Directors from any cause, the remaining Directors shall have power to elect a Director who shall hold office until a successor is elected according to *The Book of Discipline of The United Methodist Church*.

Section 4. The District Superintendent shall be an ex-officio member of the Board of Directors with vote and serve in the position of Executive Secretary.

Section 5. The District Lay-Leader(s) shall be an ex-officio member(s) of the Board of Directors with vote.

Section 6. Regular meetings of the Board of Directors may be held at such time and place as may be determined by the Board and may be adjourned by the members present to any other time and place. The Board of Directors must meet annually and organize by electing a president, vice president, secretary, and treasurer, whose duties shall be those usually pertaining to such offices.

Section 7. Special Meetings of the Board may be called at any time by either the President, the Executive Secretary, or two members of the Board. At least ten (10) days' notice in writing shall be given by the Secretary of the time and place of any special meeting of the Board and mailed to the members at their respective addresses as shown on the books of the corporation.

Section 8. All questions coming before the Board of Directors shall be decided by a vote of the majority of the Directors present.

Section 9. The Board of Directors will have all authority given to the Board of Trustees of the Indiana District and District Union pursuant to *The Book of Discipline of The United Methodist Church*.

Section 10. The Board may intervene and take all necessary legal steps to safeguard and protect the interests and rights of the Indiana District of the Western Pennsylvania Annual Conference anywhere and in all matters relating to property and rights to property whether arising by gift, devise or otherwise, or where held in trust or established for the benefit for the Indiana District or its membership.

Section 11. All powers conferred on the corporation by state law, but not delegated to the Board of Trustees by *The Book of Discipline of The United Methodist Church* or delegated to the Board of Trustees by the members of the District Conference shall be exercised only by members of the District Conference in session.

Section 12. The Board of Directors shall make such financial and other reports as may be required by the corporation's Articles of Incorporation, or By-Laws, by the Constitution or *The Book of Discipline of The United Methodist Church*.

Section 13. Any Director or other officer of the corporation may resign their office at any time; such resignation shall be made in writing, and to take effect at the time it is received by the corporation, unless a specified time be fixed in the resignation, in which case the resignation shall take effect at the specified time. The acceptance of such resignation shall not be required to make it effective.

Section 14. The Board of Directors may appoint, from time to time, such standing committees and such other committees as it may deem advisable.

By-Laws

Article VI

BOARD OF DIRECTORS-OFFICERS

The Board of Directors shall elect a president, vice-president, secretary and treasurer whose duties will be consistent with those set forth in *The Book of Discipline of The United Methodist Church*.

By-Laws

Article VI

CORPORATE OFFICERS OF THE DISTRICT UNION

Section 1: There shall be elected at the organizational meeting a President of the Corporation. The President of the corporation shall preside at all meetings of the corporations, and shall preserve order and regulate debate according to Robert's Rules of Order. The President shall have general supervision of the affairs of the corporation to the extent consistent with *The Book of Discipline of The United Methodist Church*.

Section 2: There shall be elected at the organizational meeting a Vice-President of the Corporation. In the absence of the President the Vice-President shall perform the duties pertaining to the office of the President.

Section 3: There shall be elected at the organizational meeting a Secretary of the Corporation. The Secretary of the corporation shall, under the direction of the President, keep the minutes of all meetings of the corporation. The Secretary shall notify all members of all regular and special meetings of the corporation. The Secretary shall have charge of the corporate seal, if any, books, records, and all other important documents of the corporation. In the absence of the Secretary, or his or her inability to act, an Assistant Secretary may be appointed by the President to discharge the duties of Secretary.

Section 4: There shall be elected at the organizational meeting a Treasurer of the Corporation. The Treasurer of the corporation shall in cooperation with the Board of Directors, and consistent with *The Book of Discipline of The United Methodist Church*, have general charge of the funds of the corporation and shall make reports of receipts and disbursements in such form, manner and time as the District Conference may direct. The Treasurer shall collect all donations, bequests, devises, trusts, endowments and other money or property given or owing to the corporation, shall keep the accounts of the corporation and shall disburse the funds of the corporation with such countersignature as may be

required. There shall be a bond covering, the Treasurer. In the absence of the Treasurer, or his or her inability to act, an Assistant Treasurer may be appointed by the President to discharge the duties of Treasurer.

Section 5: There shall be an Executive Secretary of the Corporation and that person shall be the District Superintendent appointed to the Indiana District. The Executive Secretary shall supervise the work of the Corporation to the extent consistent with *The Book of Discipline of The United Methodist Church*.

By-Laws

Article VII

IMMUNITY AND INDEMNIFICATION

Section 1: Immunity: Each present or future director, trustee, officer of the corporation or any person serving on any agency of the corporation shall not be personally liable for monetary damages for any action taken, or any failure to take action, unless: (a) The director, trustee, officer or agency member has breached or failed to perform the duties of his or her office in a manner meeting the applicable standards of the law; and (b) The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The immunity and other rights and privileges set forth herein shall be construed to grant the maximum protection allowed by the laws of the Commonwealth of Pennsylvania and shall in no way be construed to be in restriction or limitation of any other right, privilege or immunity granted by the laws of the Commonwealth of Pennsylvania.

Section 2: The immunity provided in section 1 shall not apply to liability of the director, trustee, officer or agency member pursuant to a criminal statute or for that individual's failure to pay taxes pursuant to local, state or federal law.

Section 3: Indemnification: Any director, trustee or officer of the corporation, or any person serving on any agency or the corporation, as that term is from time to time defined in the corporation's rules, who is a party or threatened to be made a party of any contemplated, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, in any way arising out of service to the corporation or any agency thereof, shall be entitled as of right to be indemnified, as now or hereafter permitted by law, against any and all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with any such action, suit or proceedings; PROVIDED, however, that no such right of indemnification shall exist where prohibited by law or where such director's trustee's officer's or agency member's act(s) or failure to act giving rise to an action and claim for indemnification is determined by a court of competent jurisdiction to have constituted self-dealing, a breach of statutory standards of care and justifiable reliance of and for his or her office, or to have constituted willful misconduct or recklessness; nor shall any such right of indemnification exist in an action by (but not in the right of) the corporation against any such director, trustee, officer for any person serving on an agency of the corporation unless such director, trustee, officer or any person serving on an agency of the corporation has been successful on the merits or otherwise in defense of such action, in which event he or she shall be indemnified against expenses actually and reasonably incurred in connection therewith. FURTHER PROVIDED that no such right of indemnification shall exist with respect to an action brought by a director, trustee or officer or person serving on an agency of the corporation as that term is defined in District Rules, against the corporation unless (i) such action is brought to enforce a claim for indemnification for expenses legally cognizable under the bylaws or under any agreement providing for indemnification of the director, trustee, officer or agency member as such; or (ii) such action is other than a claim for indemnification for expenses and the director, trustee, officer or agency member is successful upon the merits in such action, and, only if the right is permitted by law, or (iii) the indemnification is included in a settlement of, or is awarded by a court in, such action. The right to indemnification conferred in this section shall be a contract right and shall include the right to be paid by the corporation the expenses incurred in defending any such proceeding in advance of the final disposition thereof promptly after receipt by the corporation of a

request thereof stating in reasonable detail the expenses incurred; however, to the extent required by law, the payment of such expenses incurred by a director, officer or person serving on any agency of the corporation in advance of the final disposition of a proceeding shall be made only upon receipt of an authorization, by or on behalf of such person, to repay all amounts so advanced if it shall ultimately be determined by a court that he or she is not entitled to be indemnified under this section or otherwise. The right to indemnification and advancement of expenses provided herein shall continue as to a person who has ceased to be a director, officer or person serving on any agency of the corporation, and shall inure to the benefit of the heirs, executors and administrators of such person.

By-Laws
Article VIII
AMENDMENTS

These By-Laws may be amended by a majority vote of the members of the corporation present in person at any meeting of the corporation, provided that copies of the proposed amendments have been submitted to the Board of Directors in writing for their review. When any proposed amendments have been submitted by the Board of Directors, the Secretary shall send notice in writing of the amendments to be proposed to all members of the corporation at least five (5) days prior to the date of the meeting at which the said amendments are to be considered.

Any amendment to the following provision shall require the approval of The Indiana District Conference: Article VIII and Article X, Sections 4, 5, 6, and 7.

By-Laws
Article IX
CONFLICT BETWEEN BY-LAWS, CONSTITUTION AND *DISCIPLINE*

The corporation accedes to and accepts the By-Laws as above set forth and agrees to be governed by the Constitution of The United Methodist Church and *The Book of Discipline of The United Methodist Church* as the same may exist from time to time.

By-Laws
Article X
MISCELLANEOUS

Section 1: The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June.

Section 2: In interpreting these Bylaws, the headings of articles shall not be controlling.

Section 3: The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the corporation in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the corporation may adopt.

Section 4: In the event of the dissolution, winding up or other liquidation of this Corporation, the Directors, after paying or making provision for the payment of all of the liabilities of the Corporation, shall dispose of all the assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue code of 1986 or the corresponding provision of any future United States Internal Revenue Law. The Corporation shall distribute its assets in the following order to such of the entities as qualify as exempt organizations:

First: Equally among the member churches of the Indiana District Union at the time of dissolution, winding up or other liquidation of this Corporation.

Second: The Western Pennsylvania Annual Conference of the United Methodist Church.

Third: Such charitable, educational, religious or scientific organizations which qualify under this paragraph and whose purposes approximate the purposes of this Corporation and are affiliated with The United Methodist Church.

Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of Jefferson County, Pennsylvania, for such purposes and to such organization or organizations as are organized and operated exclusively for such charitable purposes, as said court shall determine.

Section 5: The Indiana District Union of the Western Pennsylvania Annual Conference of The United Methodist Church is organized exclusively for charitable, religious, educational, or scientific purposes, including, for such purposes, the making of distribution to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 6: No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the exempt purposes of the organization. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision herein, this organization shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this organization.

Section 7: In furtherance of its exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue code, the organization is organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of The Indiana District of the Western Pennsylvania Annual Conference of the United Methodist Church and is operated, supervised or controlled by The Indiana District Conference of the Western Pennsylvania Annual Conference of the United Methodist Church.

Indiana District Union Rules

(Adopted March 25, 2012)

Article I. Organization

1.1 Composition: The Indiana District Union shall be composed of clergy members and lay members. The clergy members shall consist of those defined by the General Conference as clergy and whose appointment or charge conference is at one of the charges in the Indiana District of the Western Pennsylvania Annual Conference of the United Methodist Church. The lay membership shall consist of professing lay members who have been elected to a local church/charge office by one of the charge conferences on the Indiana District of the Western Pennsylvania Annual Conference..

Article 2. Sessions

2.1 Convening: The Union shall meet at the annual session of the Indiana District Conference. The time and place shall be set in accordance with ¶657 of *The Book of Discipline of the United Methodist Church-2008 ed*, as amended from time to time.

2.2 Officers: The Union shall elect its officers and the officers of its boards, agencies, and committees in a procedure developed by the District Superintendent, provided that there is a provision of accepting nominations from the floor.

2.3 Rules of Order: The current edition of "Robert's Rules of Order" shall govern on all questions that may develop where these rules cannot be construed as applying.

2.4 Proxy Voting: There is no proxy voting. A member must be present to cast a vote.

2.5 Relationships: All actions of the Union must conform with the current Book of Discipline of The United Methodist Church and the Rules of the Western Pennsylvania Annual Conference of The United Methodist Church.

Article 3. Agencies

3.1 General Understanding: The Indiana District Union is responsible for structuring its ministries and administrative procedures in order to accomplish the missional life and advocacy needs, and ministries of the Church in and through the district and support local churches and constituent ministries in making disciples of Jesus Christ for the transformation of the world.

3.2 District Council: The Indiana District Union establishes the District Council as the administrative agency for ensuring the development and implementation of its directives, policies and programs. The District Council is amenable to the District Union.

3.2.1 Membership: The membership of the District Council shall consist of no fewer than nine (9) members and no more than thirty(30) members. The members of the District Council shall be selected in such a manner as to give special attention to racial, gender, age, people with disabilities and geographical inclusiveness (¶¶ 124, 139, 610 of *The Book of Discipline of the United Methodist Church-2008 ed*, as amended from time to time).

umber of clergy members on the District Council may exceed the lay members on the District Council by no more than one. The number of lay members on the District Council may exceed the clergy members on the District Council by no more than one.

3.2.2 The District Superintendent and the District Lay Leader(s) shall be members of the District Council with voice and vote by virtue of their office and their membership shall count in the membership of the District conforming to rule 3.2.1

3.2.3 District Council Meetings: The District Council shall meet at least ~~quarterly~~ twice a year.

3.2.4 Task Teams/Committees: The District Council is empowered to establish standing committees, task teams, or other organizational agencies that are amenable to it for the purpose of accomplishing its purpose.

3.3 District Committee on Ordained Ministry: There shall be an Indiana District Committee on Ordained Ministry and it shall operate in accordance with paragraph 665 of *The Book of Discipline of the United Methodist Church-2008 ed*, as amended from time to time.

3.4 District Committee on Lay Speaking: There shall be an Indiana District Committee on Lay Speaking Ministries and it shall operate in accordance with paragraph 667 of *The Book of Discipline of the United Methodist Church-2008 ed*, as amended from time to time.

3.5 Committee on District Superintendency: There shall be an Indiana District Committee on District Superintendency and it shall operate in accordance with paragraph 668 of *The Book of Discipline of the United Methodist Church-2008 ed*, as amended from time to time.

3.6 United Methodist Women: There shall be a district organization of United Methodist Women and it shall operate in accordance with paragraph 669 of *The Book of Discipline of the United Methodist Church-2008 ed*, as amended from time to time.

3.7 United Methodist Men: There shall be a district organization of United Methodist Men and it shall operate in accordance with paragraph 670 of *The Book of Discipline of the United Methodist Church-2008 ed* as amended from time to time.

3.8 District Finance Committee: There shall be an Indiana District Finance Committee responsible for fulfilling the finance and administrative needs of the Union.

3.8.1 Membership: The finance committee shall consist of at least three members of the Union elected at its annual meeting.

3.8.2 Responsibilities: The finance committee shall have the responsibility to develop, maintain and administer a comprehensive and coordinated plan of fiscal and administrative policies, procedures, and management services for the district union.

3.8.3 Budget: The finance committee shall present an annual budget to the annual meeting of the district union for approval. This budget shall include a recommending funding stream and be developed in consultation with the District Council.

3.9 District Board of Trustees: There shall be an Indiana District Board of Trustees and it shall operate in accordance with paragraph 2517 of *The Book of Discipline of the United Methodist Church-2008 ed*, as amended from time to time.

3.10 District Board of Church Location and Building: There shall be an Indiana District Board of Church Location and Building and it shall operate in accordance with paragraph 2518 of *The Book of Discipline of the United Methodist Church-2008 ed*, as amended from time to time.

3.11 District Council on Youth Ministry: There shall be an Indiana District Council on Youth Ministry and it shall operate in accordance with paragraph 671 of *The Book of Discipline of the United Methodist Church-2008 ed*, as amended from time to time.

3.12 Quorum: Quorums for the District Union and the District Union's agencies shall be consist as those present.

Article 4. Amendments

4.1 Amendments: Amendments to these rules may be adopted at any regular meeting of the Indiana District Union by a majority vote, provided that a written copy of any such amendments are made available to each of the churches on the Indiana District or electronically on the District Web site at least 14 days prior to such a vote.