

Amended and Restated Bylaws of

Tennessee-Western Kentucky Conference of the United Methodist Church, Inc., f/k/a Tennessee Conference, United Methodist Church, Inc.

a Tennessee Nonprofit Corporation

ARTICLE I

Identity

These are the bylaws of **Tennessee-Western Kentucky Conference of the United Methodist Church, Inc.**, a non-profit religious corporation organized and existing pursuant to the laws of Tennessee, with its principal place of business in Nashville, Davidson County, Tennessee (the "**Corporation**"). The Federal Tax Identification Number for the Corporation is _____.

ARTICLE II

Purpose and powers

The Corporation is an Annual Conference of The United Methodist Church. It is organized, exists, and functions pursuant to *The Book of Discipline of The United Methodist Church* (2012, and as amended) ("*The Discipline*") and has such rights, power and privileges as provided in *The Discipline*. It is incorporated pursuant to § 2512.1 of *The Discipline*.

At no time or under any circumstances shall any of the activities of the Corporation be directed toward or in furtherance of any activity or function which would disqualify the Corporation from exemption under § 501(c)(3) of the Internal Revenue Code of 1986, as the same may from time-to-time be amended (the "**Code**") or the provisions of Tennessee Code Annotated § 48-51-101, et seq., relating to non-profit corporations in Tennessee, as the same may from time-to-time be amended (the "**Act**").

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting 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. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under the Code, or any activity inconsistent with or in conflict with the provisions of the Act.

If for any reason the Corporation shall be dissolved, abandoned, discontinued, or cease to exist as a legal entity and its charter shall expire or be terminated, after paying or making provisions for payment of all the liabilities of the Corporation, the title to all assets of the Corporation shall be vested and become the property of the Southeastern Jurisdictional Conference of The United Methodist Church, Inc., pursuant to The Discipline, and if the Southeastern Jurisdictional Conference of The United Methodist Church, Inc. should not be in existence, then to any successor United Methodist organization as shall at the time qualify as an exempt organization or organizations under the Code, and if there are no successor United Methodist organization, then all assets of the Corporation shall be disposed of strictly and exclusively for either charitable, education, religious or scientific purposes to a corporation as shall at the time qualify as an exempt organization or organizations under the Code or the corresponding

provision of any future United States Internal Revenue Code, or to the Federal, State or Local government for exclusive public purpose.

ARTICLE III

Governance

The Corporation shall look to *The Discipline*, the Standing Rules, the law of Tennessee governing nonprofit corporations and these bylaws for guidance in the operation of its affairs.

ARTICLE IV

Members

The Corporation shall have members who shall have the rights, duties and obligations, as provided in *The Discipline*.

ARTICLE V

The Board of Trustees

Section 1. The Board of Trustees (collectively, the “Board” or “Trustees” and individually, a “Trustee”), known as the “Board of Directors” and individually, “Director” under the Act, shall be the legal governing body of the Corporation but shall at all times be subject and amenable to the direction of the Conference, including its resolutions and Standing Rules, and in accordance with *The Discipline*. The composition, authority, selection and removal of the Board of Trustees shall be as outlined in *The Discipline*.

Section 2. Regular meetings of the Board of Trustees shall be held twice each year at a time and place designated by the chair. Meetings shall be held at the Corporation’s office unless another location is stated in the call. The first meeting after the regular Annual Conference shall be designated as the annual meeting.

Section 3. Special meetings of the Board may be called by the Chairperson or upon the written request of any five members of the Board.

Section 4. Notice of all regular and special meetings shall be given to each Trustee personally by hand delivery, United States mail or electronic communication at least ten calendar days’ prior to the meeting, for the transaction of the business stated in the notice. Notice may be waived as provided by law.

Section 5. A quorum shall consist of one third of the Trustees of the number of the trustees in office. The acts approved by a majority of those present at any meeting, at which a quorum is present, shall constitute the acts of the Board. Less than a quorum may adjourn a meeting, from time to time, until a quorum is present.

Section 6. With the permission of the Chair, a Trustee may attend by telephone or other remote device which allows the remote Trustee and every Trustee present to hear everything that is spoken at the meeting.

Section 7. Any action required or permitted by the laws of Tennessee, the Charter or these By-Laws to be taken at a regular or special meeting of the Board of Trustees, may be taken without a meeting by written consent, subject to the following requirements:

- A. The Chair approves of taking such action without a meeting.
- B. All the Trustees' must consent to taking action without a meeting.
 - 1) All Trustees must be contacted or notified,
 - 2) All Trustees must respond to the request to take action without a meeting within five (5) days from the date the notice to take action without a meeting is sent to the Trustees,
 - 3) If, at the end of five (5) days no response is received from a Trustee, the Secretary/Treasurer will attempt to contact that Trustee for a vote determination,
- C. If all the Trustees' consent to taking action without a meeting, the Board may proceed to vote on the action, and the provisions of **Section 9** apply, requiring a majority of votes for approval/disapproval of any matter by the Board.
- D. Both requirements (consent and vote on matter) may be included in the same correspondence with the Trustees and may be accomplished using electronic or digital means, which includes but is not limited to, electronic mail or fax.
- E. In such instance, the number of votes required to authorize the action by written consent shall be the same number of votes that would be necessary to authorize the action at a meeting, and the action shall be evidenced by one or more written consents that describe the action taken, are signed (which may include electronic "signature") by each Trustee and included in the minutes of the Board. Action taken by such method shall be effective when the last affirmative written consent is given unless the consent specifies a different effective date. The resulting meeting and the written votes thereof shall be filed with the minutes of the meetings of the Board of Trustees and shall have the same force and effect as any other vote by the Trustees.

Section 8. No person who is or was a Trustee of the Corporation, nor such person's heirs, executors or administrators, shall be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a Trustee. However, this provision shall not eliminate or limit the liability of a Trustee:

- A. for any breach of a Trustee's duty of loyalty to the Corporation,
- B. for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or
- C. under Section 48-58-304 of the Act.

No repeal or modification of the provisions of this Section, either directly or by the adoption of a provision inconsistent with the provisions of this Section, shall adversely affect any right or protection, as set forth herein, existing in favor of a particular individual at the time of such repeal or modification.

ARTICLE VI

Officers of the Corporation

Section 1. The corporate officers shall be the Resident Bishop (President), Lay Leader (Vice-President), Conference Secretary (Secretary), and the Conference Treasurer (Treasurer). The Conference Treasurer shall also serve as registered agent. The Conference Chancellor may provide legal counsel to the Corporation. Those officers shall have such duties, powers and rights as provided by the Conference and *The Discipline*. (all officers listed in this Section shall collectively be referred to as the "Officers of the Corporation")

Section 2. In addition to the Officers of the Corporation, the Board shall have its own officers. The officers of the Board shall be the President, a Vice-President, and a Secretary, elected at the annual meeting, and serving for a four- year term or such other term as the Board shall determine. The Conference's Treasurer shall serve as the Treasurer of the Board.

A. President The President shall preside at meetings of the Board, shall call special meetings of the board as necessary, shall serve as ex-officio member of each standing committee. and shall have such other powers as are normally reserved to the Chair of a corporation.

B. Vice-President The Vice-President shall preside at meetings of the Board in the absence of the President and shall perform such other duties as the President and the Board shall request.

C. Secretary The Secretary of the Board shall (1) record the minutes of all meetings of the Board and (2) carry out the will of the Board with respect to the correspondence of the Board and the safekeeping of Board records, the minutes of the Board, annual audits, and such other items as are strictly the property of the Board and shall have such other duties and responsibilities that normally fall to the Secretary of a corporation. Any document requiring the signature of the Secretary may be signed by the Secretary of the Board or the Conference Treasurer.

D. Treasurer The Conference Treasurer shall serve as Treasurer of the Board and shall keep all funds and financial records and shall perform such other duties normally associated with the office. The Conference Treasurer shall not be a voting member of the Board.

ARTICLE VII

Committees

Standing Committees may be authorized by the Board of Trustees from time to time, and other ad hoc committees may be appointed by the Chair as necessary. The Chair shall appoint all members to committees, unless otherwise provided by the Board. The members of committees shall serve for such time as may be determined by the Chair or the Board at the time of their appointment.

ARTICLE VIII

Standards of Conduct

Section 1. A Trustee or an Officer of the Corporation shall discharge his or her duties as a Trustee or as an Officer of the Corporation, including duties as a member of a committee:

- A. In good faith;
- B. With the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
- C. In a manner he/she reasonably believes to be in the best interest of the Corporation.

Section 2. In discharging his/her duties, a Trustee or Officer is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

- A. One or more Officers or employees of the Corporation who the Trustee or Officer reasonably believes to be reliable and competent in the matters presented;
- B. Legal counsel, public accountants, or other persons as to matters the Trustee or Officer reasonably believes are within the person's professional or expert competence; or
- C. A committee of the Board of Trustees of which the Trustee or Officer is not a member, as to matters within its jurisdiction, if the Trustee or Officer reasonably believes the committee merits confidence.

Section 3. A Trustee or Officer is not liable for any action taken, or any failure to take action, as a Trustee or Officer, if he/she performs the duties of his/her office in compliance with the provisions of this Article, or if he/she is immune from suit under the provisions of Section 48-58-601 of the Act.

Section 4. No Trustee or Officer shall be deemed to be a fiduciary with respect to the Corporation or with respect to any property held or administered by the Corporation, including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.

ARTICLE IX

Indemnification And Advancement Of Expenses

Section 1. To the maximum extent permitted by the provisions of Sections 48-58-501, et seq., of the Act, as amended from time to time (provided, however, that if an amendment to the Act in any way limits or restricts the indemnification rights permitted by law as of the date hereof, such amendment shall apply only to the extent mandated by law and only to activities of persons subject to indemnification under this Section which occur subsequent to the effective date of such amendment), the Corporation shall indemnify and advance expenses to any person who is or was a Trustee or Officer of the Corporation, or to his/her heirs, executors, administrators and legal representatives, for the defense of any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal (any such action, suit or proceeding being hereinafter referred to as the "**Proceeding**"), to which such person was, is or is threatened to be made, a named defendant or respondent, which indemnification and advancement of expenses shall include counsel fees actually incurred as a result of the Proceeding or any appeal thereof, reasonable expenses actually incurred with respect to the Proceedings, all fines, judgments, penalties and amounts paid in settlement thereof, subject to the following conditions:

A. The Proceeding was instituted because such person is or was a Trustee or Officer of the Corporation; and

B. The Trustee or Officer of the Corporation conducted himself or herself in good faith, and he/she reasonably believed;

1) in the case of conduct in his/her official capacity with the Corporation, that his/her conduct was in its best interest;

2) in all other cases, that his/her conduct was at least not opposed to the best interests of the Corporation; and

3) in the case of any criminal proceeding, that he/she had no reasonable cause to believe his/her conduct was unlawful.

The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the Trustee or Officer of the Corporation did not meet the standard of conduct herein described.

Section 2. Notwithstanding any other provision of this **Article IX**, the Corporation shall not indemnify or advance expenses to or on behalf of any Trustee, Officer, employee or agent of the Corporation, or such person's heirs, executors, administrators or legal representatives:

A. If a judgment or other final adjudication adverse to such person establishes his/her liability for any breach of the duty of loyalty to the Corporation, for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or under Section 48-58-304 of the Act; or

B. In connection with a Proceeding by or in the right of the Corporation in which such person was adjudged liable to the Corporation; or

C. In connection with any other Proceeding charging improper personal benefit to such person, whether or not involving action in his/her official capacity, in which he/she was adjudged liable on the basis that personal benefit was improperly received by him or her.

Section 3. Nothing in these Bylaws shall limit or otherwise affect the power of the Corporation to purchase and maintain insurance on behalf of any person who is or was a member of the Board of Trustees, employee or agent of the Corporation or is or was serving at the request of the Corporation, against any liability asserted against him/her and incurred by him/her in any capacity or arising out of his/her status, whether or not the Corporation would have the power or would be required to indemnify him/her against liability under the provisions of these Bylaws or any applicable law. To the extent that insurance operates to protect any person against liability, the Corporation's obligation to indemnify shall be deemed satisfied.

ARTICLE X

Conflicts Of Interest

Section 1. The purpose of the conflict of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest

of a Trustee or Officer of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions:

A. Interested Person: - Any Trustee, Officer of the Corporation, or member of a committee with Board of Trustee delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

B. Financial Interest: - A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1) An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,

2) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or

3) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under **Article X, Section 3A**, a person who has a financial interest may have a conflict of interest only if the appropriate Board of Trustee or committee decides that a conflict of interest exists.

Section 3. Procedures:

A. Procedures for Addressing the Conflict of Interest:

1) An interested person may make a presentation at the Board of Trustee or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

2) The chairperson of the Board of Trustees or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

3) After exercising due diligence, the Board of Trustees or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

4) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Trustees or committee shall determine by a majority vote of the disinterested Trustees whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity

with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

5) If the Board of Trustees or committee is unable to approve or disapprove of a transaction or arrangement through the procedures set forth in this **Section 3A(1)-(4)**, then the Corporation may seek approval of the transaction or arrangement from the Attorney General of the State of Tennessee, or from a court of record having equity jurisdiction in an action in which the Attorney General is joined as a party.

B. Quorum Requirements: For purposes of this **Section 3**, a conflict of interest transaction or arrangement is authorized, approved or ratified if it receives the affirmative vote of a majority of the members of the Board of Trustees or committee, who have no direct or indirect interest in the transaction or arrangement; but a transaction or arrangement may not be authorized, approved or ratified under this **Section 3** by a single Trustee. A quorum is present for the purpose of taking action under this **Section 3** if a majority of the members of the Board of Trustees or committee, who have no direct or indirect interest in the transaction vote to authorize, approve or ratify the transaction or arrangement.

ARTICLE XI

Fiscal Year and Audit

The Corporation's fiscal year shall begin on January 1 and close on December 31. The Corporation's books shall be audited annually.

ARTICLE XII

Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern the transactions of the Board of Trustees in all cases to which they are applicable and in which they are not inconsistent with The Discipline, these bylaws, or any special rules the Conference or the Board of Trustees may adopt.

ARTICLE XIII

Amendment of Bylaws

Section 1. These Bylaws may be amended at any meeting of the Board of Trustees by the affirmative vote of a two-thirds majority of the total membership of the Board as then constituted, provided that notice of the proposed amendment shall have been sent to the members of the Board at least ten days in advance and the notice of such meeting clearly sets forth the proposed changes which are to be considered.

Section 2. No bylaw may be amended or adopted if such amendment or adoption would be inconsistent with Tennessee law, *The Discipline*, or the Standing Rules of the Tennessee-Western Kentucky Conference of The United Methodist Church.

Effective _____

Secretary of the Corporation