

Joint Report of the Legacy Boards of Trustees for the Tennessee and Memphis Annual Conferences

In praise and thanksgiving, we gladly report that the Boards of Trustees of the two legacy conferences have worked together to accomplish the legal mechanism for the union of our two Conferences. Under Tennessee state law, the Boards of Trustees serve as the corporate “Board of Directors” for the incorporated entities. In that capacity, they have accomplished the following work now submit to this body for affirmation.

Both Boards of Trustees affirmed a corporate Agreement and Plan of Merger, which incorporates by reference the Plan of Union approved by both Annual Conferences at their June 2021 Meetings. Both Boards of Trustees also approved Articles of Merger which will be filed with the Secretary of State prior to the January 1, 2022 “launch” date for the new Tennessee-Western Kentucky Conference.

The Memphis Board of Trustees further approved Articles of Termination and Articles of Dissolution for the Memphis Conference. The effective date of these documents will be January 1, 2022, after all of the following have occurred: (1) the organizational meeting of the two Conferences, (2) the name change of the Tennessee Conference to the Tennessee-Western Kentucky Conference, (3) the approval of the corporate merger by the Tennessee Attorney General (which approval was received on October 29, 2021), and (4) all necessary steps to wrap up the business of the Memphis Conference of the United Methodist Church and transition to the new Tennessee-Western Kentucky Conference.

The Agreement and Plan of Merger, Articles of Merger, Articles of Termination and Articles of Dissolution were approved by the Trustees pursuant to authority delegated by the legacy Conferences in their adoption of the Plan of Union.

The Tennessee Conference Board of Trustees approved an Amended and Restated Charter and Bylaws for the new Conference, which are to be effective on January 1, 2022. Because those documents effectuate the name change to Tennessee-Western Kentucky Conference of The United Methodist Church, they are appended herewith and the Trustees request that they be affirmed by this body as part of the acceptance of the Trustees report.

Respectfully submitted,

Erv Walker, Chairperson
Memphis Conference Trustees

Paul Gardner, Chairperson
Tennessee Conference Trustees

AMENDED AND RESTATED CHARTER OF THE TENNESSEE- WESTERN KENTUCKY CONFERENCE OF THE UNITED METHODIST CHURCH, INC., f/k/a TENNESSEE CONFERENCE, UNITED METHODIST CHURCH, INC.

Pursuant to the provisions of Tennessee Code Annotated § 48-60-105, part of the Tennessee Nonprofit Corporation Act, as amended from time to time (hereinafter referred to as the “Act”), the undersigned corporation adopts the following Amended and Restated Charter:

1. The name of the corporation is Tennessee Conference, United Methodist Church, Inc. (Control #000458193).

2. The text of the Charter of Tennessee Conference, United Methodist Church is hereby deleted in its entirety and replaced by the following text:

AMENDED AND RESTATED CHARTER

1. The new name of the Corporation is Tennessee-Western Kentucky Conference of the United Methodist Church, Inc. (the “Corporation”)
2.
 - a) This Corporation is a public benefit corporation.
 - b) The Corporation is a religious corporation.
 - c) The Corporation will have members, consisting of the lay and clergy members of the Tennessee-Western Kentucky Annual Conference. These members shall have the powers and authorities reserved to the members of the Annual Conference as outlined in the *Book of Discipline of the United Methodist Church* (“The Discipline”).
3. The name and complete address of the initial registered agent and principal office in the State of Tennessee shall be:

William L. Davis, Jr.
304 S. Perimeter Park Drive, Suite 4
Nashville, Tennessee 37211
Davidson County

4. The address of the principal office of the Corporation shall be:

304 S. Perimeter Park Drive, Suite 4
Nashville, Tennessee 37211
Davidson County

5. The Corporation is not for profit.
6. This document is to be effective upon filing with the Tennessee Secretary of State.
7. The duration of the Corporation is perpetual.
8. 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, upon dissolution of the Corporation, 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 § 501(c)(3) of the Internal Revenue Code of 1954, as amended from time to time, 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 § 501(c)(3) of the Internal Revenue Code of 1954, as amended from time to time, or the corresponding provision of any future United States Internal Revenue Code, or to the Federal, State or Local government for exclusive public purpose. Provisions for dissolution, abandonment, discontinuance or cessation shall comply fully with the requirements of The Discipline.
9. The Corporation is organized for the following purposes:
 - a) To provide for the administration and programs of the United Methodist Church in the Tennessee-Western Kentucky Conference. To promote the Christian religion through the preaching of the Word of God, the administration of the sacraments, ordinances, and other means of grace, the maintenance of worship, the edification of believers, the evangelization of the world, and the promotion of the missionary and benevolence causes;

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- c) To acquire, own, and maintain real estate, buildings, and other property real or personal, incidental, necessary, or proper to carry out said objects. All such property, real or personal, shall be held in trust for the United Methodist Church subject to 2501 and all other applicable provisions of the Discipline.
- d) To do any and all things necessary or incident to the accomplishment of such purposes, so long as such activities conform to applicable law, the Discipline, and the Standing Rules and Policies of the sole member; and
- e) To engage in any and all lawful activities which are exclusively for charitable, educational and scientific purposes, including the making of distributions to organizations that qualify as exempt organizations under 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law, or as the same may from time-to-time be amended.

10. The above purposes and all business of this Corporation shall be conducted in conformity with the Discipline of The United Methodist Church and the Bylaws and Standing Rules of the Tennessee-Western Kentucky Conference of the United Methodist Church, Inc., as the same now exist or as may hereafter be amended, changed, or modified, and the bylaws of the Corporation shall be consistent with the provisions of the Discipline and the Standing Rules. All bylaws and regulations of this Corporation shall at all times be in conformity with the Discipline of The United Methodist Church.
11. 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 1954, or the provisions of Tennessee Code Annotated 48-51-101, et seq., relating to non-profit corporations in Tennessee, or as the same may from time-to-time be amended.
12. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, officers, or other private persons.
13. 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 this Charter, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under 501 (c)(3) of the Internal Revenue Code of 1954, as the same may from time to time be amended or replaced, or any activity inconsistent with or in conflict with the provisions of Tennessee Code Annotated 48-51-101. et seq., governing Not for Profit Corporations in Tennessee.
14. The Board of Directors of the Corporation shall be elected by the membership of the Corporation as governed by the Discipline
15. The Corporation shall support the Doctrine of The United Methodist Church and all its property, both real and personal, shall be subject to the Discipline, Laws, and Usages of The United Methodist Church, as are now or shall be, from time to time, established, made, and declared by the lawful authority of the said church.

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BY:

THIS DOCUMENT PREPARED BY:
Buerger, Moseley & Carson, PLC
306 Public Square
Franklin, TN 37064
615-794-8850

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

ENCORE MINISTRY FOUNDATION F/K/A GOLDEN CROSS FOUNDATION REPORT

The purpose of the Golden Cross Foundation of the Tennessee Conference of the UMC has historically been to provide funding to ENCORE Ministry Committee, local churches, districts, and conference agencies, for the creation and support of older adult ministries. This financial support includes local church matching grants designed to benefit older adults in local congregations and their communities. These grants provide funding for spiritual fellowship, food security, access to healthcare, affordable housing, transportation, and church building accessibility for older adults.

As of January 1, 2022, the Golden Cross Foundation of the Tennessee Conference will become **ENCORE Ministry Foundation**. The mission will remain the same, but the newly named ENCORE Ministry Foundation will expand its mission area to be coextensive with the boundaries of the new Tennessee-Western Kentucky (TWK) Conference.

EMF will be self-funded and will not receive apportioned funds from the TWK Conference. ENCORE Ministry Foundation will raise funds for its operation, local church and strategic grants, and the full funding of the new ENCORE Ministry. ENCORE Ministry Committee and the EMF will relate to the new conference Connectional Table through the Connect Strategy Team to which ENCORE Ministry/Golden Cross Foundation has been assigned.

As part of its change to ENCORE Ministry Foundation, the Charter and Bylaws of Golden Cross Foundation have been changed to reflect the name change and relationship with the TWK Conference. As has been the case with Golden Cross Foundation of the Tennessee Conference, these governing documents must be approved by the Annual Conference and are appended to this report for approval as part of acceptance of this report.

Current members of the Foundation Board of Directors will remain in place until their terms expire and/or their successors are chosen by the TWK Conference at its June 2022 meeting or any meeting thereafter.

Amended and Restated Bylaws of
ENCORE Ministry Foundation, f/k/a Golden Cross Foundation
a Tennessee Nonprofit Corporation

Article I: NAME

The name of the Corporation is ENCORE Ministry Foundation (the "Corporation"). As authorized by its charter, it is intended that the Corporation shall have the status of a not-for-profit religious corporation which is exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986, as amended, or any corresponding provisions of any future federal tax laws (hereinafter referred to as the "Code"), as an organization described in Section 501(c) (3) of the Code.

Article II: OFFICES

Section 2.1 Corporate Office. The principal office of the Corporation shall be located at 304 South Perimeter Park Drive, Nashville, Davidson County, Tennessee 37211. The Corporation may have such other offices, either within or without the State of Tennessee, as the Board of Directors may designate or as the affairs of the Corporation may require from time to time.

Section 2.2 Registered Office. The registered office of the Corporation required to be maintained in the State of Tennessee by the Tennessee Nonprofit Corporation Act, as amended from time to time (the "Act") may, but need not, be identical with the principal office in the State of Tennessee; and the address of the registered office may be changed from time to time by the Board of Directors.

Article III: PURPOSE, MISSION AND USE OF FUNDS

Section 3.1 Purpose and Mission. As stated in the Charter of the Corporation, the Corporation operates as an extension ministry of the Tennessee-Western Kentucky Conference of The United Methodist Church (the "Church"). The Corporation is organized exclusively for charitable, religious, educational or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding sections of any future federal tax code. The Corporation's purpose is to provide for the funding and strategies for the expansion of older adult ministries in the Tennessee-Western Kentucky Conference of the United Methodist Church.

The Corporation is organized to engage in any activity, including the raising of funds, the receipt and acceptance of property, whether real, personal, or mixed, by gift, devise, bequest, or otherwise from any person or entity; the retention, administration and investment of such property in accordance with the terms of this Charter and the Corporation's By-Laws; and the distribution of such property to or for the purposes herein delineated; and to exercise any and all powers, rights and privileges, afforded a nonprofit corporation under the Act. Notwithstanding any other provision of this Charter, the Corporation shall not carry on any other activities not permitted to be carried on by any of the following: (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Code; (b) a corporation contributions to which are deductible under Sections 170(c)(2), 2055(a) and 2522(a) of the Code; or (c) a nonprofit corporation organized under the laws of the State of Tennessee pursuant to the Act. The Board of Directors shall adopt a Mission Statement for the Corporation, which shall be modified from time to time to reflect any changes in the mission of the Corporation and the Tennessee-Western Kentucky Conference of The United Methodist Church (the Church) so long as such changes in mission are consistent with the current Book of Discipline of The United Methodist Church.

Section 3.2 Use and Administration of Funds. 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 distributions 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.

Article IV: MEMBERS

Section 4.1 No Members. The Corporation shall not have members.

Article V: BOARD OF DIRECTORS

Section 5.1 General Powers. The business and affairs of the Corporation shall be supervised by its Board of Directors, which shall exercise in the name of and on behalf of the Corporation all of the rights and privileges legally exercisable by the Corporation as a corporate entity, except as may otherwise be provided by law, the Charter, or these By-Laws. The Board of Directors, as the governing body of the Corporation, shall have the authority to receive, administer, invest and distribute property on behalf of the Corporation in accordance with the provisions set forth in the Corporation's Charter and these By-Laws.

Section 5.2 Number, Tenure, and Qualifications. The number of the members of the Board of Directors shall be not less than three (3) or more than thirty-six (36). However, the number of directors may be increased or decreased from time to time by the Board of Directors by amendment of these By-Laws, but no decrease shall have the effect of shortening the term of an incumbent director or reducing the number of directors below three (3).

At the end of the term of a Board Member, succeeding members of the Board of Directors shall be nominated by the Board of Directors and submitted for approval by the Tennessee-Western Kentucky Conference, of The United Methodist Church meeting in session each year. When the terms of the initial Board members (as listed above) expire, their successors shall be named to three (3) year terms. The terms of succeeding Boards shall be staggered such that usually 1/3 but never more than 1/2 of the terms shall expire in any one year.

Each director shall hold office until his or her term shall have expired and his or her successor shall have been elected and qualified, or until his or her earlier resignation, removal from office, or death. A retiring director may succeed himself or herself. Directors shall be natural persons who have attained the age of twenty-one (21) years but need not be residents of the State of Tennessee. Attendance is a prerequisite to continued membership on the Board of Directors. All directors are required to attend 50 percent of the Board of Directors and assigned meetings during a fiscal year, with the Board of Directors authorized to review attendance and grant any exceptions.

The Resident Bishop of the Tennessee-Western Kentucky Conference, the Cabinet Representative of the Tennessee-Western Kentucky Conference, the Director and the Staff Representative of the Tennessee-Western Kentucky Conference Council on Connectional Ministries shall be ex-officio members of the Board with Voice and Vote.

The Tennessee-Western Kentucky Conference Treasurer and the President of the United Methodist Foundation for the Memphis and Tennessee-Western Kentucky Conferences shall be ex-officio members with voice only.

A letter from the Corporation giving the names, addresses and telephone numbers of each nominated director shall be delivered to the Secretary of the Tennessee-Western Kentucky Conference at least ninety (90) days prior to the Annual Conference session for approval by the delegates to the Tennessee-Western Kentucky Conference.

Section 5.3 Advisory. The Board of Directors may elect advisory members from time to time, who may attend, without vote, all meetings of the Board of Directors. Advisory members shall serve at the pleasure

of the Board of Directors and shall advise and counsel the Board of Directors on appropriate matters.

Section 5.4 Annual Meeting. The Annual Meeting of the Board of Directors shall be held within or without the State of Tennessee in the month of February each year, or at such other time and date prior thereto and following the close of the Corporation's fiscal year as shall be determined by the Board of Directors. The purpose of the Annual Meeting shall be to elect officers and transact such other business as may properly be brought before the meeting. If the election of officers shall not be held on the day herein designated for any Annual Meeting of the Board of Directors, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the Board of Directors as soon thereafter as may be convenient.

Section 5.5 Regular Meetings. In addition to the Annual Meeting, there shall be at least three (3) regular meetings of the Board of Directors during each fiscal year as shall from time to time be designated by resolution of the Board of Directors, and additional regular meetings shall be held at such date and time as shall from time to time be designated by resolution of the Board of Directors.

Section 5.6 Special Meetings. Special meetings of the Board of Directors may be called by the Chairperson, or at the request of any director. The Chairperson shall fix the time and place, either within or without the State of Tennessee, of any special meeting.

Section 5.7 Notices. Notice of any special meeting shall be given at least five (5) business days prior thereto. The business to be transacted at, or the purpose of, any special meeting of the Board of Directors must be specified in the notice of such meeting.

Section 5.8 Quorum. A majority of the total number of directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 5.9 Participation in Meeting. Each director, other than an advisory member, shall be entitled to one (1) vote upon any matter properly submitted for a vote to the Board of Directors. The affirmative vote 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, except as may otherwise be specifically provided by law, by the Charter, or by these By-Laws. Members of the Board of Directors absent from any meeting shall be permitted to vote at such meeting by written and/or electronic mail proxies. The members of the Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors, or of such committee, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear one another; and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting. The directors shall be promptly furnished a copy of the minutes of the meetings of the Board of Directors.

Section 5.10 Action without a Meeting. Any action required or permitted to be taken at a meeting by the Board of Directors, may be taken without a meeting if all members of the Board of Directors consent in writing and/or by electronic mail to taking such vote without a meeting. If all members entitled to vote on the action shall consent in writing and/or electronic mail to taking such vote without a meeting, the affirmative vote of the number of votes that would be necessary to authorize or take such action at a meeting shall be the act of the Board of Directors. The action must be evidenced by one (1) or more written and/or electronic mail consents describing the action taken, indicating each member's vote or abstention on the action taken. All such consents and actions shall be filed with the minutes of the proceedings of the Board of Directors. An action taken under this Section shall have the same force and effect as a meeting vote of the Board of Directors, or any committee thereof, and may be described as such in any document. The consent given under this Section extends to an Executive Committee determined by the Board of Directors and empowered by the Board to act on behalf of the Board in the interim between regularly scheduled meetings.

Section 5.11 Vacancies. Any vacancy occurring in the Board of Directors, including vacancies created by the removal of directors without cause or for cause shall be promptly communicated to Chairperson, which shall fill such vacancy in the same manner as the appointment of other Directors, as set forth in Section 5.2.

A director elected to fill a vacancy shall serve for the unexpired term of his or her predecessor in office, or, if there is no predecessor, until the next election of directors. Any directorship to be filled by reason of an increase in the number of directors shall be promptly communicated to the Tennessee-Western Kentucky Conference for confirmation at the next Annual Conference session, which shall confirm such vacancy in the same manner as the confirmation of other Directors, as set forth in Section 5.2.

Section 5.12 Compensation and Reimbursement of Expenses. No director shall be entitled to receive compensation from the Board of Directors, for services rendered to the Corporation as a Director. However, each director may be paid his or her reasonable expenses incurred by the director directly related to the affairs of the Corporation upon prior approval by the Board of Directors and proper substantiation of such expenses. These expenses include a mileage reimbursement for members attending any constituted meetings of the Board, committee or task force of the Board.

Section 5.13 Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors at which action on any Corporation matter is taken shall be presumed to have assented to the action taken, unless his or her dissent shall be entered in the minutes of the meeting, or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof, or forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 5.14 Removal. Any or all of the directors may be removed for cause or without cause by vote of two-thirds (2/3) of the total number of the voting directors in office. Removal of a director shall also constitute removal as an officer of the Corporation and as a member of all committees of the Board of Directors.

Section 5.15 Resignation. A director may resign his or her membership at any time by tendering his or her resignation in writing to the Chairperson or, in the case of the resignation of the Chairperson, to the Secretary. A resignation shall become effective upon the date specified in such notice or, if no date is specified, upon receipt of the resignation by the Corporation at its principal place of business.

Article VI: OFFICERS

Section 6.1 Number. There shall be at least a Chairperson and a Secretary of the Corporation, each of whom shall be elected in accordance with the provisions of this Article. The Board of Directors may also elect a Chairperson of the Board, one (1) Vice-Chairperson, a Treasurer, and such other assistant officers as the Board of Directors may from time to time deem necessary or appropriate. Any two or more offices may be held by the same person, except for the offices of Chairperson and Secretary.

Section 6.2 Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at its Annual Meeting. If the election of the officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. Each officer shall hold office for a term of one (1) year expiring immediately following the Annual Meeting at which he or she was elected and until his or her successor shall have been duly elected and qualified, or until his or her earlier death, resignation, or removal from office in the manner hereinafter provided. A retiring officer may succeed himself or herself in his or her office.

Section 6.3 Chairperson of the Board. The Chairperson is responsible for calling any special meetings of the Board of Directors; presiding over all Board of Directors meetings; facilitating communication between members of the Board of Directors and the Chairperson; encouraging and facilitating long-range planning; monitoring the Board of Directors committees and members to ensure that they function effectively; and holding an ex-officio membership in all committees.

The Chairperson shall be the chief executive officer of the Corporation. He or she shall, when present, preside at all meetings of the Board of Directors and the Executive Committee, and shall in general perform all of the duties, and have all of the authority, incident to the office of the chief executive officer of a

corporation, and such other duties as may from time to time be prescribed by the Board of Directors. The Chairperson may sign, with the Secretary or any other proper officer thereunto authorized by the Board of Directors, deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or these By-Laws to some other officer or agent of the Corporation or shall be required by law to be otherwise signed or executed.

Section 6.4 Vice-Chairperson of the Board/Finance Chairperson. The Vice Chairperson performs the duties of the Chairperson in the absence of the Chairperson or if the Chairperson is unable to serve, learns the duties of the Chairperson, works closely as consultant and advisor to the Chairperson, and carries out special project assignments from the Chairperson. In the absence of the Chairperson or in the event of his or her death, inability, or refusal to act, the Vice-Chairperson shall perform the duties of the Chairperson (pending election, if necessary, of a successor pursuant to Section 6.10 below), and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Chairperson. Any Vice-Chairperson shall perform such other duties as may from time to time be assigned to him or her by the Chairperson or by the Board of Directors. The Vice Chairperson shall also hold the office of Finance Chairperson and shall provide leadership to the Finance Committee and the Board in forwarding strategies for fund raising to support foundation initiatives; lead the Finance Committee to make recommendations to the Board for financial policy, gift acceptance guidelines, grant policies and banking relationships; act as a signatory on Foundation bank accounts.

Section 6.5 Secretary. The Secretary shall keep the minutes of the proceedings of the Board of Directors; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records and of the seal, if any, of the Corporation and see that the seal is affixed to all documents, the execution of which is duly authorized on behalf of the Corporation under its seal; keep a register of the post office address of each member of the Board of Directors, which address shall be furnished to the Secretary by each director; and in general perform all duties incident to the office of Secretary and such other duties as may from time to time be assigned to him or her by the Chairperson or by the Board of Directors.

Section 6.6 Treasurer. The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Corporation; receive and disburse the funds of the Corporation in accordance with the directives of the Board of Directors, and render to the Board of Directors, at its Annual Meeting and at such other times as may be requested by the Board of Directors, an accounting of all the transactions of the Treasurer and of the financial condition of the Corporation; and in general perform all duties incident to the office of Treasurer and such other duties as may from time to time be assigned to him or her by the Chairperson or by the Board of Directors.

Section 6.7 Removal. Any member of the Board of Directors removed from office pursuant to Section 5.14 shall be automatically removed as an officer. The Board of Directors may by a two-thirds (2/3) vote remove any officer when, in its judgment, the best interests of the Corporation will be served thereby.

Section 6.8 Vacancies. A vacancy in any office, because of death, resignation, removal, disqualification, or otherwise, may be filled by the affirmative vote of a majority of the Board of Directors for the unexpired portion of the term.

Section 6.9 Resignation. An officer may resign his or her office at any time by tendering his or her resignation in writing to the Chairperson or, in the case of the resignation of the Chairperson, to the Secretary. A resignation shall become effective upon the date specified in such notice, or, if no date is specified, upon receipt of the resignation by the Corporation at its principal place of business.

Section 6.10 Salaries and Expenses. The officers of the Corporation shall not be entitled to compensation for services rendered to the Corporation as an Officer. Reasonable expenses incurred by all of the officers of the Board of Directors in the course of coordinating the affairs of the Corporation shall be reimbursed by the Corporation upon proper substantiation.

284 **Article VII: EXECUTIVE COMMITTEE AND OTHER COMMITTEES**

285
286 **Section 7.1 Appointment of Executive Committee.** The Board of Directors, by resolution adopted by a
287 majority of its voting members, may designate three (3) or more of its members to constitute an Executive
288 Committee. Each member of the Executive Committee shall hold office until the next Annual Meeting of the
289 Board of Directors following his or her designation and until his or her successor has been appointed and
290 qualified. The designation of the Executive Committee and the delegation of authority thereto shall not
291 operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law. The
292 Executive Committee, when the Board of Directors is not in session, shall have and may exercise all the
293 authority of the Board of Directors except to the extent, if any, that such authority shall be limited by the
294 resolution appointing the Executive Committee or by these By-Laws. All action taken by the Executive
295 Committee shall be subject to ratification by the Board of Directors.
296

297 **Section 7.2 Standing Committees.** The Board of Directors may maintain such standing committees as it
298 may determine from time to time to be necessary or desirable for its proper functioning. Such committees
299 shall consist of three (3) or more members, shall be under the control and serve at the pleasure of the
300 Board of Directors, shall have charge of such duties as may be assigned to them by the Board of Directors
301 or these By-Laws, shall maintain a permanent record of their actions and proceedings, and shall regularly
302 submit a report of their actions to the Board of Directors, which shall ratify the actions of each committee.
303 The Chairperson, or his or her designee, shall serve on each committee as an ex-officio member. Such
304 standing committees shall have such authority as the Board of Directors may stipulate, except that no
305 committee shall have the authority of the Board of Directors with respect to those matters delineated in
306 Section 5.2 above.
307

308 **Section 7.3 Ad Hoc Committees/Task Forces.** The Chairperson, with the approval of the Board of
309 Directors as evidenced by resolution, may from time to time create such ad hoc committees/task forces as
310 the Chairperson believes necessary or desirable to investigate matters or advise the Board of Directors.
311 Ad hoc committees/task forces shall limit their activities to the accomplishment of the tasks for which created
312 and shall have no power to act except as specifically conferred by resolution of the Board of Directors.
313 Such committees shall operate until their tasks have been accomplished or until earlier discharged by the
314 Board of Directors.
315

316 **Article VIII: CONTRACTS, LOANS, CHECKS, DEPOSITS, INVESTMENTS**

317
318 **Section 8.1 Contracts and Employment of Agents.** The Board of Directors may authorize any director,
319 officer, or agent to enter into any contract, or execute and deliver any instrument, in the name of and on
320 behalf of the Corporation. The Board of Directors shall be specifically authorized, in its sole discretion, to
321 employ and to pay the compensation of the Executive Director and such agents, accountants, custodians,
322 experts, consultants and other counsel, legal, investment, or otherwise, as the Board of Directors shall
323 deem advisable, and to delegate discretionary powers to, and rely upon information furnished by, such
324 individuals or entities. Such authority may be general or confined to specific instances.
325

326 **Section 8.2 Loans.** No loans shall be contracted on behalf of the Corporation, and no evidence of
327 indebtedness shall be issued in its name, unless authorized by a resolution of the Board of Directors. Such
328 authority may be general or confined to specific instances.
329

330 **Section 8.3 Checks, Drafts, etc.** All checks, drafts, or other orders for the payment of money, notes, or
331 other evidence of indebtedness issued in the name of the Corporation exceeding one thousand dollars
332 (\$1,000) shall be signed by the Executive Director and one or more designated directors of the Corporation,
333 and in such manner, as shall from time to time be determined by resolution of the Board of Directors.
334 Likewise, and any and all checks, drafts, or other orders for the payment of money, notes, or other evidence
335 of indebtedness issued in the name of the Corporation less than one thousand dollars (\$1,000) shall be
336 signed by the Executive Director with full knowledge of the Chairperson, Treasurer and/or Secretary of the
337 Board of Directors
338

339 **Section 8.4 Deposits.** All funds of the Corporation not otherwise employed shall be deposited from time

to time to the credit of the Corporation with such banks, trust companies, brokerage accounts, investment managers, or other depositaries as the Board of Directors may from time to time select.

Section 8.5 Investment Authority. The Board of Directors shall be authorized to retain assets distributed to the Corporation. The Board of Directors shall establish an endowment account with the United Methodist Foundation of the Memphis and Tennessee-Western Kentucky Conferences. Further, the Board of Directors shall have the authority to make investments in unproductive property, or to hold unproductive property to the extent necessary until it can be converted into productive property at an appropriate time, provided the retention of such property is in the best interest of the Corporation and does not in any way jeopardize the tax-exempt status of the Corporation. In all events, however, the Corporation shall make investments of charitable gifts, endowment funds and similar assets in accordance with the terms of the Corporation's Charter, these By-Laws, internal policies and guidelines approved by the Board of Directors, and Tennessee law.

Article IX: STANDARDS OF CONDUCT

Section 9.1 Standards of Conduct. A director, an officer of the Corporation or any and all employees of the Corporation, shall discharge his or her duties to the Corporation: In good faith; with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and in a manner he or she reasonably believes to be in the best interest of the Corporation.

Section 9.2 Reliance on Third Parties. In discharging his or her duties, a director or officer is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

One or more officers or employees of the Corporation whom the director or officer reasonably believes to be reliable and competent in the matters presented;

Legal counsel, public accountants, or other persons as to matters the director or officer reasonably believes are within the person's professional or expert competence; or

A committee of the Board of Directors of which the director is not a member, as to matters within its jurisdiction, if the director or officer reasonably believes the committee merits confidence.

Section 9.3 Bad Faith. A director or officer is not acting in good faith if he or she has knowledge concerning the matter in question that makes reliance otherwise permitted by Section 9.2 unwarranted.

Section 9.4 No Liability. A director or officer is not liable for any action taken, or any failure to take action, as a director or officer, if he or she performs the duties of his or her office in compliance with the provisions of this Article, or if he or she is immune from suit under the provisions of Section 48-58-601 of the Act. No repeal or modification of the provisions of this Section 9.4, 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.

Section 9.5 No Fiduciary. No director 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.

Section 9.6 Prohibition on Loans. No loans or guarantees shall be made by the Corporation to its directors or officers. Any director who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan until the repayment thereof.

Article X: CONFLICTS OF INTEREST

Section 10.1 General. A conflict of interest transaction is a transaction with the Corporation in which a director or officer of the Corporation has a direct or indirect interest. A director or officer of the Corporation

has an indirect interest in a transaction if, but not only if, a party to the transaction in another entity in which the director or officer has a material interest, or of which the director or officer is a general partner, director, officer, or trustee. A conflict of interest transaction is not voidable, or the basis for imposing liability on the director or officer, if the transaction was fair at the time it was entered into, or if the transaction is approved as provided in Section 10.2.

Section 10.2 Manner of Approval. A transaction in which a director or officer of the Corporation has a conflict of interest may be approved if, the material facts of the transaction and the interest of the director or officer were disclosed or known to the Board of Directors, or to a committee consisting entirely of members of the Board of Directors, and the Board of Directors or such committee authorized, approved, or ratified the transaction; or approval is obtained 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.

Section 10.3 Quorum Requirements. For purposes of Section 10.2, a conflict of interest transaction is authorized, approved, or ratified if it receives the affirmative vote of a majority of the members of the Board of Directors, or of a committee consisting entirely of members of the Board of Directors, who have no direct or indirect interest in the transaction; but a transaction may not be authorized, approved, or ratified under this Article by a single director. A quorum is present for the purpose of taking action under this Article if a majority of the members of the Board of Directors who have no direct or indirect interest in the transaction vote to authorize, approve, or ratify the transaction. The presence of, or vote cast by, a director with a direct or indirect interest in the transaction does not affect the validity of any action taken under subsection 10.2(a) if the transaction is otherwise approved as provided in Section 10.2.

Article XI: INDEMNIFICATION AND ADVANCEMENT OF EXPENSES

11.1 Mandatory Indemnification of Directors and Officers. 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 director or officer of the Corporation, or to such person's 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 Proceeding, all fines (including the imposition of a tax under Section 4958 of the Code but excluding any action by or in the right of the Corporation), judgments, penalties and amounts paid in settlement thereof, subject to the following conditions:

The Proceeding was instituted by reason of the fact that such person is or was a director or officer of the Corporation; and the director or officer conducted himself or herself in good faith, and he or she reasonably believed (i) in the case of conduct in his or her official capacity with the Corporation, that his or her conduct was in its best interest; (ii) in all other cases, that his or her conduct was at least not opposed to the best interests of the Corporation; and (iii) in the case of any criminal proceeding, that he or she had no reasonable cause to believe his or 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 director or officer did not meet the standard of conduct herein described.

Section 11.2 Permissive Indemnification of Employees and Agents. The Corporation may, to the maximum extent permitted by the provisions of Section 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), indemnify and advance expenses in a Proceeding to any person who is or was an employee or agent of the Corporation, or to such person's heirs, executors, administrators and legal representatives, to the same extent as set forth in Section 11.1 above, provided that the Proceeding was instituted by reason of the fact that such person is or was an employee or agent of the Corporation and met the standards of conduct set forth in subsection 11.1(b) above.

The Corporation may also indemnify and advance expenses in a Proceeding to any person who is or was an employee or agent of the Corporation to the extent, consistent with public policy, as may be provided by the Charter, by these By-Laws, by contract, or by general or specific action of the Board of Directors.

Section 11.3 Non-Exclusive Application. The rights to indemnification and advancement of expenses set forth in Sections 11.1 and 11.2 above are contractual between the Corporation and the person being indemnified, and his or her heirs, executors, administrators and legal representatives, and are not exclusive of other similar rights of indemnification or advancement of expenses to which such person may be entitled, whether by contract, by law, by the Charter, by a resolution of the Board of Directors, by these By-Laws, by the purchase and maintenance by the Corporation of insurance on behalf of a director, officer, employee, or agent of the Corporation, or by an agreement with the Corporation providing for such indemnification, all of which means of indemnification and advancement of expenses are hereby specifically authorized.

Section 11.4 Non-Limiting Application. The provisions of this Article XI shall not limit the power of the Corporation to pay or reimburse expenses incurred by a director, officer, employee, or agent of the Corporation in connection with such person's appearing as a witness in a Proceeding at a time when he or she has not been made a named defendant or respondent to the Proceeding.

Section 11.5 Prohibited Indemnification. Notwithstanding any other provision of this Article XI, the Corporation shall not indemnify or advance expenses to or on behalf of any director, officer, employee, or agent of the Corporation, or such person's heirs, executors, administrators or legal representatives:

If a judgment or other final adjudication adverse to such person establishes his or 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 48-58-302 of the Act; or

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

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

Section 11.6 Repeal or Modification Not Retroactive. No repeal or modification of the provisions of this Article XI, either directly or by the adoption of a provision inconsistent with the provisions of this Article, 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 XII: NOTICES AND WAIVER OF NOTICE

The notices provided for in these By-Laws shall be communicated in person, by telephone, telegraph, teletype, E-mail, or by mail or private carrier. Written notice is effective at the earliest of (a) receipt, (b) five (5) days after its deposit in the United States mail, if mailed correctly addressed and with first-class postage affixed thereon, (c) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee, or (d) twenty (20) days after its deposit in the United States mail, if mailed correctly addressed, and with other than first-class, registered, or certified postage affixed. Whenever any notice is required to be given to any director, officer, or committee member of the Corporation under the provisions of the Charter, these By-Laws, or the Act, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

508
509 **Article XIII: FISCAL YEAR**
510

511 The fiscal year of the Corporation shall end on the last day of December, or on such other date as may be
512 fixed from time to time by the Board of Directors.
513

514 **Article XIV: AMENDMENTS**
515

516 These By-Laws may be altered, amended, or repealed, and new By-Laws adopted, upon the affirmative
517 vote of two-thirds (2/3) of the Board of Directors at any annual, regular, or special meeting, and by a majority
518 affirmative vote of the members of the Tennessee-Western Kentucky Conference at its annual session;
519 except to the extent that such alteration, amendment, or repeal is inconsistent with Article XV hereof or the
520 current Book of Discipline of The United Methodist Church.
521

522 **Article XV: EXEMPT STATUS**
523

524 The Corporation has been organized and will be operated exclusively for exempt religious purposes within
525 the meaning of Section 501(c)(3) of the Code and, as such, will be exempt from taxation under
526 Section 501(a) of the Code and will not be a private foundation by reason of Section 509(a)(3). In
527 furtherance of its exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code,
528 the organization is organized and operated exclusively for the benefit of, to perform the functions of, or to
529 carry out the purposes of the Tennessee-Western Kentucky Conference of The United Methodist Church.
530 Any provision of these By-Laws or of the Charter which would in any manner adversely affect the
531 Corporation's tax-exempt status or its status as an organization described in Section 509(a) (3) of the Code
532 shall be void and shall be deleted or modified as necessary to comply with all applicable federal and state
533 requirements for the maintenance of the Corporation's tax-exempt status and its status as other than a
534 private foundation.
535

536 **Article XVI: DISSOLUTION**
537

538 Upon the dissolution of the organization, all assets of the organization remaining after all liabilities and
539 obligations of the organization have been paid, satisfied and discharged, will be transferred, conveyed, and
540 distributed to the Tennessee-Western Kentucky Conference of the United Methodist Church.
541

542 If on the date of such proposed distribution, the Tennessee-Western Kentucky Conference of the United
543 Methodist Church is no longer in existence or does not qualify for exempt status under Section 501(c)(3) of
544 the Internal Revenue Code, or the corresponding section of any future federal tax code, the assets of the
545 organization shall be transferred, conveyed, and distributed to the United Methodist entity (the "Successor
546 Organization") entitled under *The Book of Discipline of The United Methodist Church*, or by other General
547 Conference, Jurisdictional Conference, Annual Conference, or District action, to receive the assets of the
548 Tennessee-Western Kentucky Conference of the United Methodist Church upon its dissolution.
549

550 If pursuant to the preceding paragraphs, the organization's assets are to be distributed to the Successor
551 Organization, but on the date of the proposed distribution, the Successor Organization is no longer in
552 existence or does not qualify for exempt status under Section 501(c)(3) of the Internal Revenue Code, or
553 the corresponding section of any future federal tax code, the assets of the organization shall be transferred,
554 conveyed, and distributed to such other United Methodist related organization(s) as may be specified in, or
555 provided for, under a Plan of Distribution adopted by this organization; provided however, that in any event,
556 each such distribute organization shall be exempt under the provisions of Section 501(c)(3) of the Internal
557 Revenue Code, or the corresponding section of any future federal tax code.
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These By-Laws are adopted and shall be effective this 1st day of January, 2022.

ENCORE MINISTRY FOUNDATION

Charles W. Hensley III
Chairperson

Genevieve Harris Coleman
Secretary

1 **STATE OF TENNESSEE**

2
3 **AMENDED AND RESTATED CHARTER**
4 **OF**
5 **ENCORE MINISTRY FOUNDATION, f/k/a GOLDEN CROSS FOUNDATION**
6

7 Pursuant to the provisions of Tennessee Code Annotated § 48-60-106, part of the
8 Tennessee Nonprofit Corporation Act, as amended from time to time (hereinafter referred
9 to as the "Act"), the undersigned corporation adopts the following Amended and Restated
10 Charter:

11
12 The name of the corporation was formerly Golden Cross Foundation (Control
13 #000770540).

14
15 The text of the Charter of Golden Cross Foundation is hereby deleted in its
16 entirety and replaced by the following text:

17
18 **I. Name and Filing**
19

20 The new name of the corporation is ENCORE Ministry Foundation (hereinafter
21 referred to as the "Corporation"). The Amended Charter of the Corporation is being filed
22 pursuant to the Tennessee Nonprofit Corporation Act, as amended from time to time (the
23 "Act").

24 **II. Benefit**
25

26 The corporation is a public benefit corporation.

27
28 **III. Not-For-Profit Religious Corporation**
29

30 The Corporation is a not-for-profit religious corporation and operates as an
31 extension ministry of the Tennessee-Western Kentucky Conference of The United
32 Methodist Church (the "Church"). It is intended that the Corporation shall have the status
33 of a religious corporation which is exempt from federal income taxation under
34 Section 501(a) of the Internal Revenue Code of 1986, as amended, or any corresponding
35 provisions of any future federal tax laws (hereinafter referred to as the "Code"), as an
36 organization described in Section 501(c) (3) of the Code. It also is intended that the
37 Corporation shall not be a private foundation by reason of being described in
38 Section 509(a) (3) of the Code.

39
40 **IV. Office, Registered Agent**
41

42 The registered office of the Corporation is located at 304 South Perimeter Park
43 Drive, Nashville, Davidson County, Tennessee 37211; and the name of the registered
44 agent at this address is Kent McNish.
45
46
47
48

49 **V. Principal Office**

50
51 The principal office is located 304 South Perimeter Park Drive, Nashville,
52 Davidson County, Tennessee 37211.

53
54 **VI. Incorporator**

55
56 The name and address of the Incorporator is Kent McNish, 304 South Perimeter
57 Park Drive, Nashville, Davidson County, Tennessee 37211.

58
59 **VII. Members**

60
61 The Corporation will not have members.

62
63 **VIII. Purpose**

64
65 The Corporation is organized exclusively for charitable, religious, educational, or
66 scientific purposes including, for such purposes, the making of distributions to
67 organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal
68 Revenue Code, or the corresponding section of any future tax code. In furtherance of its
69 exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code,
70 the organization is organized and operated exclusively for the benefit of, to perform the
71 functions of, or to conduct the purposes of the Tennessee-Western Kentucky Conference
72 of the United Methodist Church. The Corporation's purpose includes (1) providing
73 assistance in funding ongoing ministries and services with Older Adults in the Local
74 Churches of the Tennessee-Western Kentucky Conference and in the Tennessee-
75 Western Kentucky Conference as a whole and (2) providing funding to promote and
76 expand ministries with Older Adults in the Tennessee-Western Kentucky Conference and
77 (3) providing expertise, assistance, support and funding for strategic planning to the
78 Tennessee-Western Kentucky Conference for the expansion of innovative and effective
79 ministries with Older Adults.

80
81 The Corporation is organized to engage in any activity, including the raising of
82 funds, the receipt and acceptance of property, whether real, personal, or mixed, by gift,
83 devise, bequest, or otherwise from any person or entity; the retention, administration and
84 investment of such property in accordance with the terms of this Charter, the
85 Corporation's By-Laws and the beliefs and practices of the Church; and the distribution
86 of such property to or for the purposes herein delineated; and to exercise any and all
87 powers, rights and privileges, afforded a nonprofit corporation under the Act.
88 Notwithstanding any other provision of this Charter, the Corporation shall not carry on any
89 other activities not permitted to be carried on by any of the following: (a) a corporation
90 exempt from federal income tax under Section 501(c)(3) of the Code; (b) a corporation
91 contributions to which are deductible under Sections 170(c)(2), 2055(a) and 2522(a) of
92 the Code; or (c) a nonprofit corporation organized under the laws of the State of
93 Tennessee pursuant to the Act.

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IX. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors, and by such officers as shall be described in the By-Laws of the Corporation. At all times, at least sixty percent (60%) of the members of the organization's Board of Directors must be elected by the membership of the Tennessee-Western Kentucky Conference of the United Methodist Church, an organization required to act in accordance with *The Book of Discipline of The United Methodist Church*. The number of directors who shall comprise the membership of the Board of Directors shall be set forth in the By-Laws of the Corporation, but the number of directors shall not be less than three (3).

X. Duration

The period during which the Corporation shall operate is perpetual.

XI. Limited Personal Liability of Directors

No person who is or was a director of the Corporation, nor such person's heirs, executors, administrators, or legal representatives (collectively referred to for purposes of this paragraph as a "director"), shall be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director. However, this provision shall not eliminate or limit the liability of a director (a) for any breach of a director'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 48-58-302 of the Act. No repeal or modification of the provisions of this Article, either directly or by the adoption of provisions inconsistent with the provisions of this Article, 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.

XII. No Private Inurement/No Legislative or Political Activity

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 distributions 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.

XIII. Private Foundation Limitations

In the unlikely event that the Corporation is a private foundation within the meaning of Section 509 of the Code for a taxable year, the Corporation shall make distributions at

144 such time and in such manner as not to subject the Corporation to tax under Section 4942
145 of the Code; shall not engage in any act of self-dealing, as defined in Section 4941(d) of
146 the Code; shall not retain any excess business holdings, as defined in Section 4943(c) of
147 the Code; shall not make any investments in a manner that would subject the Corporation
148 to tax under Section 4944 of the Code; and shall not make any taxable expenditures, as
149 defined in Section 4945(d) of the Code.

150 **XIV. Distributions on Dissolution**

151
152 The Board of Directors shall have the authority to dissolve and terminate the
153 Corporation by two-thirds (2/3) affirmative vote of all the members of the Board of
154 Directors then in office, subject to approval by the Tennessee-Western Kentucky
155 Conference of the United Methodist Church. Upon the dissolution of the organization, all
156 assets of the organization remaining after all liabilities and obligations of the organization
157 have been paid, satisfied, and discharged, will be transferred, conveyed, and distributed
158 to the Tennessee-Western Kentucky Conference of the United Methodist Church.
159

160
161 If on the date of such proposed distribution, the Tennessee-Western Kentucky
162 Conference of the United Methodist Church is no longer in existence or does not qualify
163 for exempt status under Section 501(c)(3) of the Internal Revenue Code, or the
164 corresponding section of any future federal tax code, the assets of the organization shall
165 be transferred, conveyed, and distributed to the United Methodist entity (the "Successor
166 Organization") entitled under *The Book of Discipline of The United Methodist Church*, or
167 by other General Conference, Jurisdictional Conference, Annual Conference, or District
168 action, to receive the assets of the Tennessee-Western Kentucky Conference of the
169 United Methodist Church upon its dissolution.
170

171 If pursuant to the preceding paragraphs, the organization's assets are to be
172 distributed to the Successor Organization, but on the date of the proposed distribution,
173 the Successor Organization is no longer in existence or does not qualify for exempt status
174 under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of
175 any future federal tax code, the assets of the organization shall be transferred, conveyed,
176 and distributed to such other United Methodist related organization(s) as may be specified
177 in, or provided for, under a Plan of Distribution adopted by this organization; provided
178 however, that in any event, each such distribute organization shall be exempt under the
179 provisions of Section 501(c)(3) of the Internal Revenue Code, or the corresponding
180 section of any future federal tax code.
181

182 **XV. Amendments to Charter**

183
184 The provisions of this Charter may be amended or additions made, except where
185 provisions of this Charter limit the right to amend, by two thirds (2/3) affirmative vote of
186 the Board Members then in office and by a majority affirmative vote of the delegates of
187 the Tennessee-Western Kentucky Annual Conference at its annual session.
188

Any amendments to the provisions contained in Article V, VII, IX, XI, XII, XIV, and XV shall require the approval of the Tennessee-Western Kentucky Conference of the United Methodist Church.

XVI. Effective Date

This Amended and Restated charter shall be effective on January 1, 2022, regardless of whether filed earlier with the Secretary of State of the State of Tennessee.

XVII. Board Approval

This Amended and Restated Charter was approved by the Board of Directors on October 15, 2021.

In witness whereof, the undersigned, on behalf of the Board of Directors, execute this Amended and Restated Charter on this the 15th day of October, 2021.


Chair, Board of Directors


Secretary, Board of Directors