

Approved Feb 2008

**EASTERN DISTRICT MISSION SOCIETY OF THE OREGON-IDAHO
CONFERENCE OF THE UNITED METHODIST CHURCH**

Approved at 1998 Annual Meeting
BYLAWS

ARTICLE I - DEFINITIONS

1.1 Society "Society" as used in these bylaws shall mean the Eastern District Mission Society of the Oregon-Idaho Annual Conference of The United Methodist Church.

1.2 Eastern District "Eastern District" as used in these bylaws shall mean the Eastern District of the Oregon-Idaho Annual Conference of The United Methodist Church.

1.3 Board "Board" as used in these bylaws shall mean the board of managers of the Eastern District Mission Society of the Oregon-Idaho Annual Conference of The United Methodist Church.

ARTICLE II- MEMBERSHIP

2.1 Members The Charge Conference of each United Methodist Church within the Eastern District shall elect to membership in the Society one lay representative and ask one of its pastors to serve on the Society. Names of the lay representatives must be received by the District Office no later than January 15th of each year. The term of the membership is one year with no limit to the number of terms an individual may serve.

2.2 Ex-Officio Members The following persons shall be ex-officio members of the Society:

- (1) The resident Bishop of the Portland (Oregon) area
- (2) The District Superintendent of the Eastern District

2.3 Meeting of Members No fewer than one meeting of members shall be held each year. The annual meeting to elect the board of managers and officers shall be held within one month following Easter Sunday each year at a time and place to be fixed by the board of managers. Other meetings of the members may be scheduled by the board of managers, or by members having one-tenth (1/10) of the votes eligible to be cast at such meeting.

2.4 Notice Written notice stating the place, day, and hour of any meeting of members and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered to members not less than thirty or more than sixty days before the date of the meeting. Delivery may be by mail, in person, or by other written means to each member. If mailed, such notice shall be deemed to be delivered when deposited in the U.S. mail and addressed to the members' most recent address as it appears on the records of the Society. No business shall be transacted at a special meeting except such business as is specified in the notice of the special meeting.

2.5 Voting and Proxy Each member shall have one vote on each matter submitted to a vote of the members. A member may vote in person or by proxy executed in writing by the member. No proxy shall be valid after eleven months from the date of its execution.

2.6 Quorum Those members present at any (annual or special) meeting of members constitute a quorum when due notice has been given. Adoption of any matter voted on requires that a majority of the votes for or against must be cast in favor of the matter, unless a greater proportion is required by law, by these bylaws, or by the latest revision of Roberts Rules of Order.

ARTICLE III - BOARD OF MANAGERS

3.1 General Powers The business affairs of the Society shall be managed by a board of managers

3.2 Number of Managers The number of managers shall be nine in addition to the ex-officio managers listed in 3.3.

3.3 Ex-Officio Managers The following persons shall be ex-officio members of the board of managers:

- (1) The resident Bishop of the Portland (Oregon) area
- (2) The District Superintendent of the Eastern District

Ex-officio managers shall have all the rights and powers of office including the right to receive notice of meetings and the right to vote.

3.4 Elected Managers Nine managers shall be elected annually by the membership of the Society. The term of an elected manager is one year (with a limit of six consecutive terms). Not more than 3 elected managers shall be pastors. Nominees for elected manager(s) shall be selected by the nominating committee and need not be a member of the Society.

3.5 Regular Meetings Regular meetings of the board of managers shall be held at least twice annually at such time and place as shall be fixed by the board of managers. If the president, with the concurrence of one other officer, determines that there is no urgent official business for a regular meeting, the president may cancel the meeting upon notice (3.7) to all managers who can be reached.

3.6 Special Meetings Special meetings of the board of managers shall be held whenever called by or at the request of the president or any three managers.

3.7 Notice Written notice stating the place, day, and hour of any regular or special meeting of the board of managers shall be delivered to members not less than five days before the date of the meeting. Delivery may be by mail, in person, or by other written means to each member. If mailed, such notice shall be deemed to be delivered when deposited in the U.S. mail and addressed to the managers most recent address as it appears on the records of the Society. In case of a special meeting, the purpose or purposes for which the meeting is called shall be specified.

3.8 Waiver of Notice Any manager may waive notice of any meeting. The attendance of any manager at any meeting shall constitute a waiver of notice of that meeting except where a manager attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

3.9 Attendance Elected managers are required to attend all meetings of the board unless they are excused by the president. Three unexcused absences are cause for removal from the board.

3.10 Quorum A majority of the elected managers shall constitute a quorum at any meeting of the board of managers. Adoption of any matter voted on requires that a majority of the votes for or against must be cast in favor of the matter, unless a greater proportion is required by law, by these bylaws, or by the latest revision of Roberts Rules of Order.

3.11 Removal Removal of all or any number of managers with or without cause is by a vote of a majority of the members of the Society present at a meeting expressly called for that purpose except as listed below:

- (1) The board of managers may, at a regular meeting, remove a manager for more than three unexcused absences if the director to be removed has been notified of the action to be taken in writing along with notice of the meeting.

3.12 Vacancies Any vacancies occurring in the positions of elected manager and any manager positions to be filled by reason of an increase in the number of managers may be filled by the affirmative vote of a majority of the

remaining managers present. A manager elected to fill a vacancy shall be elected for the unexpired term of the manager being replaced and shall be selected from the membership of the Society.

ARTICLE IV - OFFICERS

4.1 Officers The officers of the Society shall be a president, a vice-president, a recording secretary, a treasurer, and executive secretary (District Superintendent).

4.2 Election and Term of Office Officers of the Society shall be elected from the board of managers annually. Each officer shall hold office until a successor has been elected and qualified. Any officer may be re-elected in any office.

4.3 Removal of Officers An officer may be removed by the board of managers whenever removal serves the best interests of the Society. Officers may be removed only at a meeting called expressly for that purpose. Removal requires a majority vote of the managers present at such a meeting.

4.4 Vacancies A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the board of managers for the unexpired portion of the term.

4.5 Duties and Powers

(1) President The president shall preside at all meetings of the Society and the board of managers and subject to the control of the board managers, shall be charged with the general supervision, management, and control of all the business and affairs of the Society. The president shall sign, with the secretary or any other proper officer of the Society thereunto authorized by the board of managers any contract or other instrument which the board of managers has authorized to be executed, except in cases where the signing and execution thereof shall be especially delegated by the board of managers, or by these bylaws, to some other officer or agent of the Society, or shall be required by law to be otherwise signed or executed. The president shall perform such other duties as from time to time may be prescribed by the board of managers.

(2) Vice-President In the absence of the president or in the event of the president's death, inability, or refusal to act, the vice-president shall perform the duties of the president, and, when so acting, shall have all the powers of, and be subject to, all the restrictions upon the president. The vice-president shall perform such other duties as from time to time may be prescribed by the board of managers.

(3) Recording Secretary The recording secretary shall keep the minutes of the meetings of the members and the board of managers in one or more books provided for that purpose. see that all notices are duly given in accordance with the provisions of these bylaws, the Articles of Incorporation, or as required by law, insure that the society's records and legal papers be maintained at the offices of the executive secretary (District Superintendent), and in general, perform all duties incident to the office of recording secretary and such other duties as from time to time may be prescribed by the president or the board of managers.

(4) Treasurer The treasurer shall be bonded for the faithful discharge of the Society's treasurers duties in such form and with such surety or sureties as the board of managers shall determine. The treasurer shall have charge and custody of all Society funds and shall keep in books belonging to the Society full and accurate accounts of all receipts and disbursements and shall deposit all money and other valuable effects in the name of the Society in such depositories as may be designated for that purpose by the board of managers. The treasurer shall disburse funds of the Society, receiving proper documentation for such disbursements, and shall render to the president and managers at the meetings of the board and whenever requested by them an account of all transactions as treasurer and of the financial condition of the Society. At least quarterly the treasurer shall file an updated copy of the financial records in the district office. The treasurer shall make books available for independent audit annually, and at any time by direction of the Executive Committee.

(5) Compensation and Expenses Officers shall serve without salary unless they are also employees of the Society. Expenses incurred in connection with performance of their official duties may be reimbursed to officers upon approval by the board of managers.

ARTICLE V COMMITTEES

5.1 Nominating Committee Prior to the annual membership meeting, the president shall appoint a nominating committee of not fewer than four managers to select candidates for the board of managers. Nominations shall reflect the geographic diversity of the District.

5.2 Executive Committee The Society shall have an executive committee composed of the president, the Vice-President, the executive secretary of the Eastern District, the recording secretary and the treasurer. The executive committee shall have and exercise the authority of the board during the extended periods of time when the board is not scheduled to meet. The executive committee shall have authority to secure the services or advice of an attorney when deemed necessary. All such action shall be reported to the board at its first meeting thereafter.

5.3 Other Committees Other committees not having and exercising the authority of the board of managers in the management of the Society may be appointed in such a manner as may be designated by resolution of the board.

ARTICLE VI - AMENDMENT OF BYLAWS

6.1 These bylaws may be amended at any regular or special meeting of the Society by a majority vote, provided that notice of such intention was given in writing according to the notice provisions in paragraph 2.4.

ARTICLE VII- INDEMNIFICATION OF DIRECTORS AND OFFICERS

7.1 Generally The Society shall to the fullest extent permitted by law indemnify any person who is or was a manager or officer of the Society against any and all liability incurred by such person in connection with any claim, action, suit, or proceeding or any threatened claim, action, suit, or proceeding, whether civil, criminal, administrative, or investigative. By reason of the fact that such person is or was a manager or officer of the Society, if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interest of the Society, and with respect to any criminal proceeding such person had no reasonable cause to believe the conduct was unlawful. Liability and expenses include reasonable attorneys' fees, judgments, fines, costs, and amounts actually paid in settlement. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that such person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Society, and, with respect to any criminal proceeding, had reasonable cause to believe that such conduct was unlawful. The foregoing right of indemnification shall be in addition to and not exclusive of any and all other rights to which any such manager or officer may be entitled under any statutes, bylaw, agreement, or otherwise.

7.2 Actions by or in the Right of the Society in connection with any proceeding brought by or in the right of the Society, the Society may not indemnify any person who is or was a manager or officer of the Society if any such person has been adjudged liable on the basis that personal benefit was improperly received by such person, unless the court in which the action or suit was brought determines upon application that, despite the adjudication of liability, in view of all of the circumstances of the case such person is fairly and reasonable entitled to indemnity.

7.3 Self-Interested Transactions The Society may not indemnify any person who is or was a manager or officer of the Society in connection with any proceeding charging improper personal benefit to such person in which such person had been adjudged liable on the basis that personal benefit was improperly received by such person, unless the court in which the action or suit was brought determines upon application that, despite the adjudication of liability, in view of all circumstances of the case such person is fairly and reasonably entitled to indemnity.

7.4 Determination of the Propriety of Indemnification The determination that indemnification is proper shall be made by the majority vote of a quorum consisting of the managers who were not parties to the proceeding or, if such a quorum cannot be obtained, by the majority vote of a committee, duly designated by the board of managers, consisting of at least two managers who were not parties to the proceeding. If there are not two managers who were not parties to the proceeding, the full board of managers shall select special legal counsel to determine whether indemnification is proper.

7.5 Evaluation of Expenses An evaluation as to the reasonableness of expenses shall be made by the majority vote of a quorum consisting of managers who were not parties to the proceeding or, if such a quorum cannot be obtained by the majority vote of a committee, duly designated by the board of managers, consisting of at least two managers who were not parties to the proceeding. If there are not two managers who were not parties to the proceeding, the full board of managers including managers who were parties to the proceeding, shall evaluate the reasonableness of expenses.

7.6 Notice to the Attorney General A manager or officer shall not be indemnified by the Society until 20 days after the effective date of written notice to the Attorney General of the proposed indemnification.

7.7 Advance of Expenses Expenses incurred with respect to any claim, action, suit, or other proceeding of the character described in this article may be advanced by the Society prior to the final disposition of such proceeding if:

- (1) The manager or officer provides written affirmation to the Society of such person's good faith belief that such a person satisfies the criteria for indemnification, and
- (2) The manager or officer gives the Society a written undertaking to repay the advanced amount if it is ultimately determined that the manager or officer is not entitled to indemnification under this article. The undertaking shall be a general obligation of the manager or officer, but need not be secured and may be accepted by the board of managers without reference to the manager's or officer's financial ability to make repayment.