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4 **Columbia District Church Extension Society of the**  
5 **Oregon-Idaho Conference of the United Methodist Church**  
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8 ARTICLE 1 – DEFINITIONS  
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- 10 1.1 “Society” as used in these bylaws shall mean the Columbia District Church  
11 Extension Society of the Oregon-Idaho Conference of the United Methodist Church.  
12 1.2 Columbia District. “Columbia District” as used in these bylaws shall mean the  
13 Columbia District of the Oregon-Idaho Conference of the United Methodist Church.  
14 1.3 Board. “Board” as used in these bylaws shall mean the board of directors of the  
15 Columbia District Extension Society of the Oregon-Idaho Conference of the United  
16 Methodist Church.  
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18 ARTICLE II – MEMBERSHIP  
19

- 20 2.1 Members. The Charge Conference of each United Methodist Church within the  
21 Columbia District shall elect to membership in the Society one lay representative and  
22 ask one of its pastors to serve on the Society. Names of the lay representatives must  
23 be received by the District Office no later than January 15<sup>th</sup> of each year. The term of  
24 the membership is one year with no limit to the number of terms an individual may  
25 serve.  
26 2.2 Ex-Officio Members. The following persons shall be ex-officio members of the  
27 Society:  
28  
29 (1) the resident Bishop of the Greater Northwest Episcopal Area;  
30 (2) the District Superintendent of the Columbia District;  
31 (3) the District Lay Leader(s);  
32 (4) the immediate past president of the Society;  
33 2.3 Meeting of Members. No fewer than one meeting of members shall be held each  
34 year. The annual meeting to elect the board of directors and officers shall be held  
35 prior to the end of the first calendar quarter each year at a time and place to be fixed  
36 by the board of directors. Other meetings of the members may be scheduled by the  
37 board of directors as needed to carry out the work of the Society. Special meetings of  
38 the members may be called by the president, by the board of directors, or by  
39 members having one-twentieth (1/20) of the votes eligible to be cast as such meeting.  
40 2.4 Notice. Written notice stating the place, day, and hour of any meeting of members  
41 and, in the case of a special meeting, the purpose or purposes for which the meeting is  
42 called, shall be delivered to members not less than seven nor more than fifty days  
43 before the date of the meeting. Delivery may be by mail, email, in person, or by other  
44 written means to each member. No business shall be transacted at a special meeting  
45 except such business as is specified in the notice of the special meeting.

46 2.5 Voting and Proxy. Each member shall have one vote on each matter submitted to a  
47 vote of the members. A member may vote in person or by proxy executed in writing  
48 by the member. No proxy shall be valid after eleven months from the date of its  
49 execution.

50 2.6 Quorum. Those members present at any meeting of members constitute a quorum  
51 when due notice has been given. Adoption of any matter voted on requires that a  
52 majority of the votes for or against must be cast in favor of the matter, unless a  
53 greater proportion is required by law, by these bylaws, or by the latest revision of  
54 *Robert's Rules of Order*.  
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## 56 ARTICLE III – BOARD OF DIRECTORS

57  
58 3.1 General Powers. The business affairs of the Society shall be managed by a board of  
59 directors. The initial board of directors shall be elected at a special meeting following  
60 the adoption of these bylaws.

61 3.2 Number of Directors. The number of directors shall be fifteen in addition to the ex-  
62 officio directors listed in 3.3 below.

63 3.3 Ex-Officio Directors. The following persons shall be ex-officio members of the board  
64 of directors:

- 65 (1) the resident Bishop of the Greater Northwest Episcopal Area;
- 66 (2) the District Superintendent of the Columbia District; and
- 67 (3) the immediate past president of the Society

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

70 3.4 Elected Directors. Fifteen directors shall be elected annually by the membership of  
71 the Society. The term of an elected director is one year. Not more than six elected  
72 directors shall be pastors. Nominees for elected directors shall be selected by the  
73 nominating committee and need not be a member of the Society.

74 3.5 Regular Meetings. Regular meetings of the board of directors shall be held monthly  
75 at such time and place as shall be fixed by the board of directors. If the president,  
76 with the concurrence of one other officer, determines that there is no urgent official  
77 business for a regular meeting, the president may cancel the meeting upon notice to  
78 all directors who can be reached.

79 3.6 Special Meetings. Special meetings of the board of directors shall be held whenever  
80 called by or at the request of the president or any three directors.

81 3.7 Notice. Written notice stating the place, day, and hour of any regular or special  
82 meeting of the board of directors shall be delivered to members not less than five  
83 days before the date of the meeting. Delivery may be by mail, email, in person, or by  
84 other written means to each member. In the case of a special meeting, the purpose of  
85 purposes for which the meeting is called shall be specified.

86 3.8 Waiver of Notice. Any director may waive notice of any meeting. The attendance of  
87 any director at any meeting shall constitute a waiver of notice of that meeting except  
88 where a director attends a meeting for the express purpose of objecting to the  
89 transaction of any business because the meeting is not lawfully called or convened.

- 90 3.9 Attendance. Elected directors are required to attend all meetings of the board unless  
91 they are excused by the president. Three unexcused absences are cause for removal  
92 from the board.
- 93 3.10 Quorum. Those directors present shall constitute a quorum at any meeting of the  
94 board of directors. Adoption of any matter voted on requires that a majority of the  
95 votes for or against must be cast in favor of the matter, unless a greater proportion is  
96 required by law, by these bylaws, or by the latest revision of *Robert's Rules of*  
97 *Order.*
- 98 3.11 Removal. Removal of all or any number of directors with or without cause is by a  
99 vote of a majority of the members of the Society present at a meeting expressly  
100 called for that purpose, except as listed below
- 101 (1) the board of directors may, at a regular meeting, remove a director for more  
102 than three unexcused absences if the director to be removed has been notified  
103 of the action to be taken in writing along with notice of the meeting.
- 104 3.12 Vacancies. Any vacancies occurring in the positions of elected director may be filled  
105 by the affirmative vote of a majority of the remaining directors present. A director  
106 elected to fill a vacancy shall be elected for the unexpired term of the director being  
107 replaced.

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109 ARTICLE IV – OFFICERS  
110

- 111 4.1 Officers. The officers of the Society shall be a president, a vice-president, a  
112 recording secretary, and a treasurer.
- 113 4.2 Election and Term of Office. Officers of the Society shall be elected from the board  
114 of directors annually. Each officer shall hold office until a successor has been elected  
115 and qualified. Any officer may be re-elected in any office.
- 116 4.3 Removal of Officers. An officer may be removed by the board of directors  
117 whenever removal serves the best interests of the Society. Officers may be removed  
118 only at a meeting called expressly for that purpose. Removal requires a majority vote  
119 of the directors present at such a meeting.
- 120 4.4 Vacancies. A vacancy in any office because of death, resignation, removal,  
121 disqualification or otherwise, may be filled by the board of directors for the  
122 unexpired portion of the term.
- 123 4.5 Duties and Powers.  
124
- 125 (1) President. The president shall preside at all meetings of the Society and the  
126 Board of Directors and, subject to the control of the board of directors, shall  
127 be charged with the general supervision, management, and control of all the  
128 business and affairs of the Society. The president shall sign, with the secretary  
129 or any other proper officer of the Society thereunto authorized by the board of  
130 directors, any contract or other instrument which the board of directors has  
131 authorized to be executed, except in cases where the signing and execution  
132 thereof shall be especially delegated by the board of directors, or y these  
133 bylaws, to some other officer or agent of the Society, or shall be required by  
134 law to be otherwise signed or executed. The president shall perform such  
135 other duties as from time to time may be prescribed by the board of directors.

- 136 (2) Vice-President. In the absence of the president or in the event of the  
137 presidents' death, inability, or refusal to act, the vice-president shall perform  
138 the duties of the president, and, when so acting, shall have all the powers of  
139 and be subject to all the restrictions upon the president. The vice-president  
140 shall perform such other duties as from time to time may be prescribed by the  
141 president or the board of directors.
- 142 (3) Recording Secretary. The recording secretary shall keep the minutes of the  
143 meetings of the members and the board of directors,, see that all notices are  
144 duly given in accordance with the provisions of these bylaws, the Articles of  
145 Incorporation, or as required by law, insure that the Society's records and  
146 legal papers be maintained at the offices of the District Superintendent, and in  
147 general, perform all duties incident to the office of recording secretary and  
148 such other duties as from time to time may be prescribed by the president or  
149 the board of directors.
- 150 (4) Treasurer. The Oregon-Idaho Annual Conference treasurer shall give a bond  
151 for the faithful discharge of the Society's treasurer's duties in such form and  
152 with such surety or sureties as the board of directors shall determine. The  
153 treasurer shall have charge and custody of all Society funds and shall keep in  
154 books belonging to the Society full and accurate accounts of all receipts and  
155 disbursements, and shall deposit all money and other valuable effects in the  
156 name of the Society in such depositories as may be designated for that  
157 purpose by the board of directors. The treasurer shall disburse funds of the  
158 Society, receiving proper documentation for such disbursements, and shall  
159 render to the president and directors at the meetings of the board and  
160 whenever requested by them an account al all transactions as treasurer and of  
161 the financial condition of the Society.
- 162 (5) Compensation and Expenses. Officers shall serve without salary unless they  
163 are also employees of the Society. Expenses incurred in connection with  
164 performance of their official duties may be reimbursed to officers upon  
165 approval by the board of directors.

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## 167 ARTICLE V – COMMITTEES

168

169 5.1 Nominating Committee. Annually, the president shall appoint a nominating  
170 committee of not fewer than three directors. They shall select candidates for the four  
171 elected officers and for the additional eleven positions of elected directors and  
172 submit these names to the annual meeting for vote by the Society membership.

173 5.2 Standing Committees. The Society shall have the following standing committees:

174

(1) Executive,

175

(2) Investments,

176

(3) Loans,

177

(4) Grants,

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179 The president, vice-president, and the District Superintendent of the Columbia District  
180 shall be ex-officio members of each standing committee. At the next regular meeting of  
181 the board following the election of officers the president shall appoint the chairperson of

182 each standing committee. The appointed committee chairs and the president together  
183 shall appoint the other members of each standing committee. A majority of each  
184 committee must be either Society members or directors. Members of committees shall  
185 serve until their successors have been appointed and qualified. Standing committees shall  
186 not have or exercise the authority of the board of directors in the management of the  
187 Society, except as in 5.3 below or as specified in the Statement of Investment Policy.  
188

189 5.3 Executive Committee. The Society shall have an executive committee composed of  
190 the president, the vice-president, the District Superintendent of the Columbia  
191 District, the recording secretary, the treasurer, the immediate past president, and the  
192 chairs of the standing committees. The executive committee shall have and exercise  
193 the authority of the board during the extended periods of time when the board is not  
194 scheduled to meet, and when a matter of business is a clear emergency. The  
195 executive committee shall have authority to secure the services or advice of an  
196 attorney when deemed necessary. All such action shall be reported to the board at its  
197 first meeting thereafter.  
198

199 5.4 Investments Committee.

200 (1) Annually

201 (A) Review and update the Statement of Investment Policy, and  
202 recommend any desirable changes to the board of directors.

203 (B) Determine if Socially Responsible Investing (SRI) is being met and  
204 that the definition of it is current.

205 (C) Review trust and endowment monies to insure that they are being  
206 properly managed.

207 (D) Publish an explanation of investments used by the Society

208 (2) Quarterly

209 (A) Publish a quarterly report on endowment and trust funds.

210 (3) Monthly

211 (A) Review interest rates and investment instruments

212 (4) All additional duties contained in the Statement of Investment Policies.  
213

214 5.5 Loans Committee.

215 (1) Establish criteria for awarding loans.

216 (2) Establish loan funds for different purposes with appropriate terms and  
217 conditions. . Loans may be given for facilities, programs, and other  
218 appropriate church activities. Loans over \$10,000 must be secured by  
219 mortgage property. Loans over \$20,000 must have title insurance.

220 (3) Determine the proportion of funds available to each use according to the  
221 priorities of the church extension plan.

222 (4) Review loan applications and make recommendations to the board of  
223 directors.

224 (5) Authorize and have issued past due notices

225 (6) Know what the current loan rate UM Development Fund of the Board of  
226 Global Ministries is and be able to report it to the board.  
227

- 228 5.6 Grants Committee  
229 (1) Establish criteria for awarding grants.  
230 (2) Establish grants for different purposes.  
231 (3) Determine the proportion of funds available to each use according to the  
232 priorities of the church extension plan.  
233 (4) Review grant applications and make recommendations to the board of  
234 directors.  
235 (5) Make recommendations to the board regarding grant budget requests for  
236 future years.  
237

238 5.7 Other Committees. Other committees not having and exercising the authority of the  
239 board of directors in the management of the Society may be appointed in such a  
240 manner as may be designated by resolution of the Board.  
241

242 ARTICLE VI – AMENDMENT OF BYLAWS.  
243

244 These bylaws may be amended at any regular or special meeting of the Society by two-  
245 thirds majority vote, provided that the notice of such intention was given in writing  
246 according to the notice provisions in paragraph 2.4.  
247

248 ARTICLE VII – INDEMINIFACATION OF DIRECTORS AND OFFICERS.  
249

- 250 7.1 Generally. The Society shall to the fullest extent permitted by law indemnify any  
251 person who is or was a director or officer of the Society against any and all liability  
252 incurred by such person in connection with any claim, action, suit, or proceeding or  
253 any threatened claim, action, suit, or proceeding, whether civil, criminal,  
254 administrative, or investigative; by reason of the fact that such person is or was a  
255 director or officer of the Society, if such person acted in good faith and in a manner  
256 such person reasonably believed to be in or not opposed to the best interest of the  
257 Society, and with respect to any criminal proceeding such person had no reasonable  
258 cause to believe the conduct was unlawful. Liability and expenses include reasonable  
259 attorneys' fees, judgments, fines, costs, and amounts actually paid in settlement. The  
260 termination of any action, suit, or proceeding by judgment, order, settlement,  
261 conviction, or upon a plea of *nolo contendere* or its equivalent, shall not of itself  
262 create a presumption that such person did not act in good faith and in a manner  
263 which such person reasonably believed to be in or not opposed to the best interest of  
264 the Society, and, with respect to any criminal proceeding, had no reasonable cause to  
265 believe that, such conduct was unlawful. The forgoing right of indemnification shall  
266 be in addition to and not exclusive of any and all other rights to which any such  
267 director or officer may be entitled under any statute, bylaw, agreement, or otherwise.  
268 7.2 Actions by or in the Right of the Society. In connection with any proceeding brought  
269 by or in the right of the Society, the Society may not indemnify any person who is or  
270 was a director or officer of the Society if such person has been adjudged by a court of  
271 law to be liable to the Society, unless the court in which the action or suit was  
272 brought shall determine upon application that, despite the adjudication of liability, in

273 view of all of the circumstances of the case such person is fairly and reasonably  
274 entitled to indemnity.

275 7.3 Self-Interested Transactions. The Society may not indemnify any person who is or  
276 was a director or officer of the Society in connection with any proceeding charging  
277 improper personal benefit to such person in which such person has been adjudged  
278 liable on the basis that personal benefit was improperly received by such person,  
279 unless the court in which the action or suit was brought determines upon application  
280 that, despite the adjudication of liability, in view of all of the circumstances of the  
281 case such person is fairly and reasonably entitled to indemnity.

282 7.4 Determination of the Propriety of Indemnification. The determination that  
283 indemnification is proper shall be made by the majority vote of a quorum consisting  
284 of the directors who were not parties to the proceeding or, if such a quorum cannot  
285 be obtained, by the majority vote of a committee, duly designated by the board of  
286 directors, consisting of at least two directors who were not parties to the proceeding.  
287 If there are not two directors who were not parties to the proceeding, the full board of  
288 directors shall select special legal counsel to determine whether indemnification is  
289 proper.

290 7.5 Evaluation of Expenses. An evaluation as to the reasonableness of expenses shall be  
291 made by the majority vote of a quorum consisting of directors who were not parties  
292 to the proceeding or, if such a quorum cannot be obtained, by the majority of a  
293 committee, duly designated by the board of directors, consisting of at least two  
294 directors who were not parties to the proceeding. If there are not two directors who  
295 were not parties to the proceeding, the full board of directors, including directors  
296 who were parties to the proceeding, shall evaluate the reasonableness of expenses.

297 7.6 Notice of the Attorney General. A director or officer shall not be indemnified by the  
298 Society until 20 days after the effective date of written notice to the Attorney General  
299 of the proposed indemnification.

300 7.7 Advance of Expenses. Expenses incurred with respect to any claim, action, suit, or  
301 other proceeding of the character described in this article may be advanced by the  
302 Society prior to the final disposition of such proceeding if:

303 (1) the director or officer provides written affirmation to the Society of such  
304 person's good faith belief that such a person satisfied the criteria for  
305 indemnification, and

306 (2) the director or officer gives the Society a written undertaking to repay the  
307 advanced amount if it is ultimately determined that the director or officer is  
308 not entitled to indemnification under this article. The undertaking shall be a  
309 general obligation of the director or officer, but need not be secured and may  
310 be accepted by the board of directors without reference to the director's or  
311 officer's financial ability to make repayment.

312  
313 APPROVED: March 20, 1996

314 AMENDED: May 21, 1997

315 October 28, 1998

316 Amended: February 19<sup>th</sup>, 2014

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318