

**BYLAWS
OF
THE SEWARD UNITED METHODIST CHURCH FOUNDATION**

ARTICLE I. NAME

The name of the non-profit organization shall be The Seward United Methodist Church Foundation.

ARTICLE II. PURPOSE

The Corporation is organized exclusively for religious, charitable and educational purposes, and shall be operated for the benefit of the Seward United Methodist Church of Seward, Nebraska and or other ministries of Christian support, outreach and education. Subject, in any event to the foregoing, the specific purposes of the Corporation include, but are not limited to:

1. Promote and encourage Christian stewardship by modeling such stewardship. Provide information and educational materials that encourage Church members and constituents to make provision for bequest to the Foundation by means of wills, annuities, trusts, life insurance, memorials, and various types of property.

2. Receive, invest and administer bequests, trusts, trust funds, etc. provided to the Foundation for the benefit and advancement of the work of the Seward United Methodist Church.

3. Work cooperatively with other Administrative bodies with the Seward United Methodist Church to disperse available funds from the Foundation.

4. Do and engage in all lawful activities that are in furtherance of the above purposes.

5. To have and exercise all the powers and authorities granted to a non-profit corporation by the Nebraska Non-profit Corporation Act, as now or hereafter amended and extended.

ARTICLE III. MEMBERS OF THE BOARD OF DIRECTORS

SECTION 1. NUMBER AND TERM. The Seward United Methodist Church Foundation Board of Directors shall consist of no less than 6 and no more than 11 members in good standing of the Seward United Methodist Church. The election of Board members will occur at the Annual Charge Conference of the Seward United Methodist Church. Members will serve a six (6)-year term unless filling an unexpired term. A term begins on January 1 following the Annual Charge Conference. The Church Finance Committee and the Board of Trustees will each name a member from their bodies to serve as non-voting liaisons to the Foundation Board of Directors. The Church Pastor will be an ex-officio member of the Board with no voting rights other than to break the tie vote of the Board of Directors.

Foundation Board members may be reappointed for an unlimited number of terms. If a vacancy occurs prior to the Annual Charge Conference, the vacancy shall be filled by appointment made by the Board of Directors, to be approved by the Administrative Council, to complete the vacated term.

SECTION 2. OFFICERS. There shall be a Chairperson, a Vice-Chairperson, Secretary and Treasurer. The officers shall be selected by the Foundation Board of Directors. The Board may elect co-chairs.

A. CHAIRPERSON. The Chairperson shall preside over meetings, plan the agenda, sign necessary documents, and approve with the Treasurer, all checks written against Foundation Funds.

B. VICE-CHAIRPERSON. In the event of the absence of the Chairperson, the Vice-Chairperson will assume the duties of the Chairperson.

C. SECRETARY. The Secretary shall keep and maintain the minutes of all meetings of the Foundation and maintain a current membership and address roster of Board members.

D. TREASURER. The Treasurer will originate approved checks written against Foundation funds, balance the checkbook, maintain accurate records of all donations, income, investments, expenses and distributions of Foundation funds as directed by the Foundation Board. The Treasurer shall prepare and present reports of Foundation transactions to the Foundation Board Members for review on a quarterly or more frequent basis.

E. INVESTMENT COMMITTEE. There shall be an investment committee of at least three (3) members which shall monitor investments and make investment recommendations to the Board.

F. LEGACY COMMITTEE. There shall be a legacy committee of at least three members which shall maintain a list of Legacy Society members; organize recognition events; recruit new Legacy Society members and publicize the Legacy Society.

G. NOMINATION COMMITTEE. There shall be a nominations committee of at least three members to nominate individuals for interim vacancies or regular terms.

SECTION 4. POWERS OF THE BOARD

A. The Foundation Board may accept restricted or non-restricted funds. The decision to accept funds shall be made at the discretion of the Foundation Board. If the Foundation Board decides to accept restricted funds, the written direction of the donor shall be followed to the greatest extent possible.

B. To invest the Foundation's assets in accordance with the wishes of the donor and in a manner that will: (1) minimize risk, (2) make a positive contribution toward society, (3) be consistent with the *Social Principles and Book of Discipline* of the United Methodist Church, (4) provide a reasonable rate of return, (5) seek long-term appreciation in the value of invested assets, (6) maintain a reasonable balance in investing among security, potential for growth and income, and (7) avoid any conflict of interest between management of the Funds and personal interest of the Board Members.

C. To disperse funds in accordance with OPERATING PROCEDURES for the Foundation as approved by the Seward United Methodist Church Charge Conference.

SECTION 5. VACANCIES. Any vacancy on the Foundation Board may be filled by recommendation of the Nomination Committee, vote of the Board and subsequent approval by the Administrative council of the Seward United Methodist Church.

ARTICLE IV. MEETINGS AND REPORTS

SECTION 1. FREQUENCY. The Seward United Methodist Church Foundation shall conduct meetings as necessary, but not less than once each quarter. The time and place of meetings will be at the discretion of the Chairperson.

SECTION 2. ANNUAL REPORT.. The Board shall make an annual report to the congregation of the Seward United Methodist Church.

SECTION 3. HOW CALLED. The meeting times, location, and dates shall be determined by the Foundation Board Chairperson. The meetings shall be called by the Chairperson.

SECTION 4. QUORUM. A quorum shall consist of two-thirds (2/3) of total members. A quorum shall be present to conduct the business of the Foundation. A member may be present telephonically, via computer, or by other technological means, and may vote via a written proxy on specific issues.

SECTION 5. VOTING. A majority of those Directors present is necessary for approving any Motion. The Pastor of the Church as an ex-officio member, shall break a tie vote of the Directors. The Pastor shall not have any other voting rights.

ARTICLE V. AMENDMENTS

Neither these BYLAWS nor any amendments thereto shall become effective until approved by the Administrative Council and the Charge Conference of the Seward United Methodist Church.

Amendments to these BYLAWS may be proposed for consideration by the Seward United Methodist Church's Membership which has sole authority to approve, amend or dispose of these BYLAWS. These BYLAWS may be amended by a two-thirds (2/3) vote of those members present at the Annual Charge Conference, or at any special meeting called for that purpose, provided written notice of such a meeting shall have been given the members at last two (2) weeks prior to the meeting. There shall be no voting by proxy as to Bylaw amendments.

ARTICLE VI. OTHER

SECTION 1. RULES OF ORDER. The meetings of the Seward United Methodist Foundation shall be conducted by Robert's Rules of Order, where appropriate, and specifically when questions of procedure are raised.

SECTION 2. AUDITS/PERFORMANCE REVIEWS. There shall be an annual independent performance review of the Foundation's books and records, and an independent audit no less frequently than every five (5) years at the Foundation's cost.

ARTICLE VII. POLICIES OF THE UNITED METHODIST CHURCH

The Corporation shall at all times abide and be governed and controlled by the Constitution, Bylaws and Policies of the United Methodist Church now in force or hereafter from time to time adopted, insofar as any provision of such constitution and Bylaws may be applicable. The Corporation will comply with all such conditions and requirements as the United Methodist Church may prescribe.

Whenever requested by the Administrative Council and the Charge Conference of the Seward United Methodist Church, the corporation shall dissolve or change its form of organization, as may from time to time be requested by said organizations.

DIRECTOR

DIRECTOR

DIRECTOR

DIRECTOR

DIRECTOR

DIRECTOR

DIRECTOR

DIRECTOR

DIRECTOR

DIRECTOR

DIRECTOR

DIRECTOR

Amended/approved at the Seward United Methodist Charge Conference November 17, 2019.

4815-9083-8173, v. 1