

RESOLUTION #2012 - 01

**Relating to Amendment of the By-laws of United Methodist Metro Ministries, Inc.
Submitted by the Commission on Urban Ministries (formerly Urban Alliance)**

WHEREAS, United Methodist Metro Ministries, Inc. (Metro) was created by resolution of the Eastern Pennsylvania Annual Conference adopted in 1984, having evolved from The Philadelphia Missionary and Church Extension Society, and

WHEREAS, the stated purpose of Metro has been “to acquire, receive, and hold by gift, legacy, devise, purchase or otherwise to establish and aid The United Methodist Churches, Missions, and other agencies of the Eastern Pennsylvania Conference for the advancement of the cause of Christ in Philadelphia and Chester and such other urban areas contiguous to Philadelphia or Chester as may be agreed upon by the Corporation” (By-laws, ¶1.02), and

WHEREAS, the By-laws establish that “The members of the Corporation shall be the members of the Eastern Pennsylvania Conference” (By-laws, ¶ 3.02) and permits the amendment of the By-laws by action of the Board of Directors “subject always to the power of the members to change such action” (By-laws, ¶ 8.01), and

WHEREAS, in July 1994, Metro adopted a reorganization plan and “ceased its active program funding ministry” since the Office of Urban Ministries, an agency of the Eastern Pennsylvania Conference was providing the program funding ministry on behalf of the Annual Conference. (2010 Metro Audit, p. 5), and

WHEREAS, The Office of Urban Ministries has suffered staff and funding cuts as a result of economic circumstances which the Annual Conference faces and, therefore, is not functioning as the primary program funding ministry for Philadelphia and Chester churches, and

WHEREAS, formerly Metro Ministries and its predecessor agencies employed an Executive Director and other similar models for urban ministry offices (eg, The United Methodist City Society in the New York Annual Conference) employ an Executive Director for the management of day-to-day activities, development of funding sources, and other professional responsibilities, and

WHEREAS, Metro Ministries, Inc. at the end of 2010 reported assets of nearly \$1.9 million in its audit report submitted to the Annual Conference, and

WHEREAS, in 2012 Metro was designated as recipient of the assets from the discontinuance of churches within Philadelphia and Chester in accordance with ¶ 2548 of the 2008 Book of Discipline to “be used for new and/or existing ministries within urban transitional communities, as described in ¶ 212, and consistent with the Annual Conference’s urban ministry strategic plan,” and therefore it needs to create a plan or strategy for making those funds available to local churches in urban transitional communities, and

WHEREAS, there is an immediate, critical, and vital need for the funding of ministries in Philadelphia and Chester requiring a refocusing, reorganization, and restructuring of Metro to better meet the program ministry needs of congregations in urban transitional communities;

THEREFORE BE IT RESOLVED, the By-laws of United Methodist Metro Ministries, Inc. are hereby amended as follows:

UNITED METHODIST METRO MINISTRIES, INC.

BY-LAWS

(Changes are bolded and underlined.)

ARTICLE I

INTRODUCTORY

1.01 Definition of ~~Bylaws~~By-laws. These ~~Bylaws~~By-laws constitute the code of rules adopted by United Methodist Metro Ministries, Inc. for the regulation and management of its affairs.

1.02 Purposes. The corporation will have the following purposes: to acquire, receive, and

hold by gift, legacy, devise, purchase or otherwise, resources to establish and aid the ~~United Methodist Churches, Mission~~ local churches, missions, and other agencies of the Eastern Pennsylvania Conference of The United Methodist Church for the advancement of the cause of Christ in Philadelphia, Chester and such other urban areas contiguous to Philadelphia or Chester as may be agreed upon by the Corporation, including funding program ministries and innovative ministries in urban congregations.

ARTICLE II OFFICES

2.01 Registered Office. The registered office shall be located at Madison Avenue and Monroe Boulevard, Montgomery County, P.O. Box 820, Valley Forge, Pennsylvania 19482.

2.02 Other Offices. The corporation may also have offices at such other place or places as the Board of Directors may from time to time determine.

ARTICLE III MEMBERSHIP

3.01 Class of Members. There shall be one class of members of the Corporation whose voting and other rights and interests shall be equal.

3.02 Members. The members of this Corporation shall be the members of the Eastern Pennsylvania Conference of The United Methodist Church.

ARTICLE IV BOARD OF DIRECTORS

4.01 Duties and Authority. The Board of Directors shall establish policies and may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the articles of incorporation or by these by-laws directed or required to be exercised and done by the members.

4.02 Number. The number of ~~directors~~ Directors which shall constitute the Board of Directors shall be a minimum of ten (10) and no more than fifteen (15) as follows:

- a. The Director of the Office of Metro Urban and Global Ministries (or its successor agency or professional) of the Eastern Pennsylvania Conference with voice but no vote.
- b. One District Superintendent from a Metro District (~~Anna Howard Shaw~~ East District; ~~Harry Hosier~~ District; ~~Mary McLeod Bethune~~ Central District; Southeast District) on a rotating annual basis designated by the Bishop and Cabinet with voice but no vote;
- c. Two ~~Clergy~~ clergy representatives from the Metro area Districts ;
- d. Two United Methodist lay persons from the Metro Districts who are active members of United Methodist Churches and are residents of the area served by Metro;
- e. One United Methodist lay person who is an active member of a United Methodist Church in Chester and is a resident of the Chester area.
- f. One representative designated by the Black United Methodist Pastors (BUMP) caucus.
- g. One representative designated by the Black Methodists for Church Renewal (BMCR) caucus.
- h. One representative designated by the Commission on Urban Ministries
- i. One representative designated by the Latino Commission.
- j. Such other Directors based on expertise or experience as recommended by members of the Corporation, nominated by the Board, and elected by the Annual Conference reflecting the diversity of the communities served by Metro.

4.03 Term. The Board of Directors shall serve until their successors are elected, ~~however,~~

~~the lay and clergy directors elected under 4.02(c), (e) above shall have a tenure equal to that allowed by The Eastern Pennsylvania Conference policy as amended from time to time.~~

4.04 Election of Directors. Directors shall be elected annually by the Eastern Pennsylvania Conference of The United Methodist Church.

4.05 Vacancies. Vacancies ~~in on~~ the Board of Directors in mid-term shall be filled by the Board if prior to February 1, 1994. Otherwise the vacancy shall be filled by the Cabinet of the Eastern Pennsylvania Conference **of Directors based on nominations made by persons described in 4.02** subject to Conference ratification at the next session.

4.06 Regular Meetings. The Board shall meet **at least** four times per year as determined by the Board of Directors.

4.07 Special Meetings. Special meetings of the Board may be called by the President or by three members of the Board on ~~72 hour~~ **hours** notice to each ~~director~~ **Director**, either personally, by mail ~~or~~, by telegram, **or by Email**. Notice of each special meeting of the Board shall specify the date, place and hour of the meeting. The notice shall state the general nature of the business to be conducted at such special meeting.

4.08 Quorum. At all meetings of the Board a majority of the ~~director~~ **Directors** in office shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the ~~directors~~ **Directors** present at a meeting at which a quorum is present shall be the acts of the Board of Directors, except as may be otherwise specifically provided by statute or by the Articles of Incorporation or by these ~~Bylaws~~ **By-laws**.

4.09 Participation in Meeting by Telephone **or Electronic Media**. One or more ~~directors~~ **Directors** may participate in a meeting of the Board, or a Committee of the Board, by means of conference telephone or similar communications equipment **or by electronic media**, by means of which all persons participating in the meeting can hear **and/or see** each other, and all ~~directors~~ **Directors** so participating shall be deemed present at the meeting.

4.10 Informal Action by Directors or Committees. Any action which may be taken at a meeting of the ~~directors~~ **Directors** or of the members of a Committee of the Board, may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall by all of the ~~directors~~ **Directors** or the members of the committee, as the case may be, and shall be filed with the secretary of the corporation.

4.11 Committee of Directors. The Board of Directors upon recommendation of the president may, by resolution adopted by a majority vote, designate one or more committees and their members; each committee to consist of one or more of the ~~directors~~ **Directors** of the Corporation. Non-~~directors~~ **Directors** may also **be appointed by vote of the Board and** serve on a committee with vote. The Board may designate one or more ~~directors~~ **Directors** as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Any such committee shall make reports to the full Board of Directors.

4.12 Unexcused Absences of Directors. Three **(3)** consecutive absences from the Board of Directors' meetings in any calendar year shall be grounds for removal from the Board. The ~~director~~ **Director** removed shall be notified by certified mail. In the event any ~~director~~ **Director** is removed for unexcused absences, the Board ~~or the Cabinet as the case may be~~ may fill the vacancy for the remainder of his or her term in accordance with Section 4.05.

ARTICLE V OFFICERS and STAFF

5.01 Selection and Designation. The President, Vice-President, Secretary, and Treasurer of the corporation shall be ~~chosen~~ **elected** by the ~~directors~~ **Directors** on an annual basis. ~~The Conference Director of Administrative Services/Treasurer shall be the Treasurer of the organization and serve without vote.~~ The officers shall serve until their successors shall have been elected and qualified; **officers may serve no more than two consecutive terms. Due to potential**

conflict of interest, no District Superintendent or Conference Staff Person may serve as an officer of the corporation.

5.02 Additional Officers. The Board of Directors may also ~~choose~~**elect** such other officers and assistant officers and agents as the needs of the corporation may require who shall hold their offices for such terms and shall have such authority and shall perform such duties as from time to time shall be determined by resolution of the ~~board~~**Board**.

5.03 President. The President shall be the chief executive officer of the Corporation; shall preside at all meetings of the ~~directors~~**Directors**; and shall see that all orders and resolutions of the Board, **all applicable resolutions of the Annual Conference; all applicable provisions of The Book of Discipline, and all other applicable laws** are carried into effect.

5.04 Vice President. The Vice President will perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. The Vice President will perform such other duties as may be prescribed from time to time by the Board of Directors.

5.05 Secretary. The Secretary shall record all the votes of the Corporation and the minutes of all the transactions in a book to be kept for that purpose **or by electronic means as agreed by the Board, shall make records available for review by members of the Corporation**, and shall perform such other duties as may be prescribed by the Board of Directors or President.

5.06 Treasurer. The Treasurer shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation **or by electronic means as agreed by the Board**, and shall deposit all moneys and other **valuable assets in the name and to the credit of the Corporation in such depositories as shall be designated by the Board of Directors.** ~~valuable assets in the name and to the credit of the Corporation in such depositories as shall be designated by the Board of Directors.~~

5.07 Disbursement of Funds. The Treasurer shall **authorize disbursement of** the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the **President and Directors, at the regular meetings of the Board, or whenever they may require it, an account of all transactions as Treasurer and of the financial condition of the Corporation.** ~~President and directors, at the regular meetings of the Board, or whenever they may require it, an account of all transactions as Treasurer and of the financial condition of the Corporation.~~

5.08 Chair of Directors' Meetings. If the president is not available to preside at a meeting, the officers in the following order shall take the president's place and preside at meetings: Vice President, Secretary, Treasurer.

5.09 Professional Staff. The Board shall employ a full-time Executive Director and such other staff as the Board determines.

ARTICLE VI INVESTMENT MANAGEMENT

6.01 Other Body. The Eastern Pennsylvania Conference Investment Committee is hereby designated as an "other body" within the meaning of the Commonwealth of Pennsylvania not ~~for~~**for-profit corporation code. Said committee shall be empowered to invest, buy and sell investments held in the corporation's portfolio. The Investment Committee shall report at least quarterly to the Directors.** ~~profit corporation code. Said committee shall be empowered to invest, buy and sell investments held in the corporation's portfolio. The Investment Committee shall report at least quarterly to the directors.~~

6.02 Investment Policy. The ~~directors~~**Directors** shall determine broad investment policies and goals of the corporation which shall be conveyed to the Investment Committee. The Investment policies shall be in accordance with the ~~social principles~~**Social Principles** of The United Methodist Church. ~~6.03~~**as defined in the current Book of Discipline.**

6.03 Distribution of Income and Principal. The Board of Directors shall determine the dis-

tribution of income and or principal in accordance with the purpose of the corporation.

ARTICLE VII GENERAL PROVISIONS

7.01 Financial Report to Members. The ~~directors~~**Directors** of the corporation shall present annually to the members **of the Corporation** a report, the contents of which are prescribed in Section 5553 of the Pennsylvania Nonprofit Corporation Law, a copy of which report shall be filed in the Journal of the Annual Meeting of The Eastern Pennsylvania Conference of The United Methodist Church.

7.02 Checks and Notes. All checks or demands for money and notes of the corporation shall be signed by such officer or officers as the Board of Directors may from time to time designate.

7.03 Fiscal Year. The fiscal year of the corporation shall be the calendar year.

7.04 Indemnification. The corporation shall indemnify any person who was or is a party or threatened to be made a party to any threatened, pending, or completed action, suit or proceeding (including actions by or in right of the corporation to procure a judgment in its favor) by reason of the fact that he is or was serving at the request of the corporation, or is or was serving at the request of the corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and, amounts paid in settlement actually and reasonable incurred, if such person has been successful on the merits or otherwise in any such action or, upon a determination in the specific case that such indemnification is proper in the circumstances because he has met the standard of conduct applicable in Section 5741 or Section 5742 of the Pennsylvania Nonprofit Corporation Law of 1988. In addition, the Corporation shall purchase and maintain insurance for the purpose of indemnification on behalf of any or all persons to the full extent permitted under Section 5747 of the Pennsylvania Nonprofit Corporation Law of 1988.

7.05 Personal Liability of Directors. No member of the Board of Directors shall be personally liable for monetary damages as such for any action taken or any failure to perform the duties of his or her office under Section 8363 of the Pennsylvania Directors' Liability Act (relating to standard of care and justifiable reliance), and (b) the breach of failure to perform constitutes self-dealing, willful misconduct or recklessness; provided, however, that the provisions of this Bylaw shall not apply to the responsibility or liability of a member pursuant to any criminal statute, or to the liability of a member for the payment of taxes pursuant to local, state or Federal law.

ARTICLE VIII INTERPRETATION, AMENDMENT AND APPLICATION OF BYLAWS

8.01 Amendments. The By-Laws may be altered, amended or repealed by a majority vote of the Board of Directors entitled to vote thereon at any regular or special meeting duly convened after notice to the ~~directors~~**Directors** of that purpose, subject always to the power of the members to change such action by the ~~directors~~**Directors** and except on certain subjects committed exclusively to the members as described in Section 5504 (b) of the Pennsylvania Non-profit Corporation Law of 1988, **such as but not limited to election of officers, personal liability of directors, removal of officers, quorum, etc. (see 15 Pa. Cons. Stat. § 5504)**

Persons responsible for presenting resolution: Rev James F. McIntire and Rev. Gregory Holston