

**AMENDED AND RESTATED  
BYLAWS OF  
THE UNITED METHODIST ASSOCIATION OF  
HEALTH AND WELFARE-RELATED ORGANIZATIONS, INC.**

As Approved \_\_\_\_\_

**ARTICLE I.  
Name**

The name of the corporation is:

**The United Methodist Association of Health and Welfare-Related Organizations**

Referred to hereafter in these Bylaws as the (“Association”) or (“UMA”).

**ARTICLE II  
Definitions**

The following terms when used in these Bylaws shall have the meanings set forth below:

“Articles of Incorporation” shall mean the Amended and Restated Articles of Incorporation of the United Methodist Association of Health and Welfare Related - Organizations, Inc.

“Association” shall mean the United Methodist Association of Health and Welfare-Related Organizations, Inc., an Ohio non-stock corporation, which is exempt from federal income taxation under Section 501(c)(3) of the Code.

“Board of Directors” shall mean the Board of Directors of the United Methodist Association of Health and Welfare-Related Organizations, Inc.

“Bylaws” shall mean the Amended and Restated Bylaws of the United Methodist Association of Health and Welfare-Related Organizations, Inc.

“Code” shall mean the United States Internal Revenue Code of 1986, as amended.

“Committee” shall mean a committee of the Board of Directors of the Association.

“Connectional Unit” shall mean that United Methodist administrative, structural or operational entity through which an institutional or non-institutional health and welfare ministry is related.

“Directors” shall mean the members of the Board of Directors of the Association specified in Section 6.3.

“Effective Date” shall mean \_\_\_\_\_, 2011.

“Members” shall mean organizations and/or individuals who pay dues and belong to the Association, and as further defined in Article VIII.

“Members in Good Standing” shall mean the Members of the Association whose dues are paid in full no less than thirty (30) days prior to the Annual Business Meeting, and as further defined in Article VIII.

### **ARTICLE III. Corporate Purpose**

The Association is organized exclusively for charitable, religious, educational, and scientific purposes. To that end the Association:

1. Provides its members with a means of sharing their interests, experiences, needs and desires with each other, and with the appropriate constituent units and connections of The United Methodist Church (“UMC”).
2. Provides leadership training and development for members to enhance their competencies of governance, management and the quality of care rendered to those they serve.
3. Recognizes individuals, groups and organizations for demonstrated commitment to, and outstanding accomplishment through, health care, human service, and specialized housing organizations.
4. Provides information about its members, their activities, concerns and needs to persons and constituent units related to the UMC, and to the general public through a variety of media.
5. Encourages inclusion of a spiritual life through the ministry of each member by establishing active chaplaincy programs and other faith based programs and activities that reflect Wesleyan values stated in John Wesley’s Rules of Conduct:

Do All The Good You Can,

By All the Means You Can,  
In All The Ways You Can,  
In All The Places You Can,  
At All The Times You Can,  
To All The People You Can,  
As Long As Ever You Can.

6. Encourages the study and interpretation of ethical and theological concerns of its members.
7. Encourages and assists organizations to continually strive for excellence in governance, management and delivery of quality service(s) through accreditation, and encourages individuals to obtain and maintain the highest level of professional certification/licensing associated with the performance of their duties.
8. Has and exercises, to the extent necessary or desirable for the accomplishment of any of the aforesaid purposes, and to the extent that they are not inconsistent with the charitable purposes of the Association and the limitations imposed by Sections 501(c)(3) of the Code, any and all powers conferred upon non-stock corporations by the Ohio Corporation law.

**DRAFT**

**ARTICLE IV.**  
**Mission**

The United Methodist Association promotes, inspires, empowers and recognizes excellence in healing and caring ministries.

**ARTICLE V.**  
**Vision**

United Methodist Association members are thriving, Spirit-centered ministries passionately committed to excellence.

**ARTICLE VI.**  
**Place of Business**

The Association shall have its principal office in the United States as the Board of Directors may from time to time determine, and may have such other offices either within or without the United States, as the Board of Directors may from time to time determine.

**ARTICLE VII.**  
**Fiscal Year**

The fiscal year of the Association shall be the calendar year.

**ARTICLE VIII.**  
**Association Membership**

Section VIII.A. Association Members. The Association is a voluntary membership organization of United Methodist-related organizations. Members include: (a) connectional units of the United Methodist Church (“UMC”), (b) institutional and non-institutional health care, Hospitals and Health Systems (“HHS”), human service, and specialized housing ministries related to a connectional unit of the UMC, (c) individuals sharing concerns about matters related to health care, human service, and specialized housing ministries, and (d) other not for profit covenanting organizations which reflect similar mission concerns, ministry philosophies, and interests as other Association members.

Section VIII.B. The Annual Business Meeting of the Members of the Association.

Section VIII B.1. The Association shall hold no less than one (1) **business** meeting of its Members annually (“Annual **Business** Meeting”). The date, time and place of the Annual Meeting shall be set by the Board of Directors.

Section VIII.B.2. The agenda for the Annual **Business** Meeting shall be set by the President/CEO of the Association in consultation with the Chair of the Association’s Board of Directors. Membership Sections, Fellowships and individual Members may submit topics for the agenda, in writing, to the President/CEO of the Association. The President/CEO shall solicit such input at the commencement of the planning process for the Annual Meeting.

Section VIII.B.3. Conduct of the Annual **Business** Meeting shall be governed by *Roberts Rules of Order, Newly Revised*, except as may otherwise provided by law or by these Bylaws. Such rules may be suspended by a ¾ vote of the Members present at the meeting who are eligible to vote at said meeting.

Section VIII.C. Voting. The Members of the Association whose dues are paid in full no less than thirty (30) days prior to the Annual **Business** Meeting (“Members in Good Standing”) shall be entitled to vote on issues brought before the Members as follows:

Section VIII.C.1. Each connectional unit of the UMC, which is a Member in Good Standing of the Association, shall have one (1) vote in determination of each piece of Association business brought before the Members.

Section VIII.C.2. Each health care, housing, and/or human service organization related to a connectional unit of the UMC which is a Member in Good Standing of the Association, shall have one (1) vote in determination of each piece of Association business brought before the Members. Multi-site members shall have one vote for each constituent unit paying dues on the same basis as an individual site member.

Section VIII.C.3. Each Individual and church congregation concerned for and interested in health care, specialized housing and human service, which is a Member in Good Standing of the Association, shall have voice but no vote in determination of Association business brought before the Members.

Section VIII.C.4. Each private, not for profit health care organization, hospital, housing and/or human service organization not related to a connectional unit of the UMC, which is a Member in Good Standing of the Association, shall have voice but no vote in determination of Association business brought before the Members.

Section VIII.D. Dues. Annual dues for members shall be set annually by the Board of Directors as part of the annual budget of the Association.

Section VIII. E. Actions by Membership. Any action required is permitted at any meeting of the Members, including but not limited to a change to the Bylaws, or may be taken without a meeting, by written consent by mail or electronic ballot.

Section VIII.E.1. Actions in a Meeting. Any business deemed necessary by the Membership, including the election of officers and the Board and including Bylaw changes, may be conducted at the Annual Business meeting. If Bylaw change(s) are presented at a meeting of the Members, such proposed changes shall be presented to the Members of the Association at least 30 days prior to such meeting or date required for the return of the Ballot of those members not present. Such notice shall be written and delivered personally, or by mail, telegram, fax or electronic transmittal; which will be deemed delivered when deposited with postage or fees prepaid or transmitted electronically no less than twenty-four hours prior to the vote. Notwithstanding anything to the contrary contained herein, the Bylaws may be amended at any regular or special meeting of the Members of the Association by a simple majority of the voting Members (those present and those voting by mail and electronic means combined). If the Bylaw change(s) are presented at a meeting and there are changes to the amendments thereto, and the Bylaw change as amended at the meeting is voted on, then any written votes regarding the proposed Bylaw change by members not attending the meeting shall be null and void.

Section VIII. E. 2. Action By Written Consent – The Written Consent can be used for any business deemed necessary by the Membership, including Bylaw changes, but not election of the Officers or Board members. A Member-wide Written Consent can be conducted by mail, hand delivery, e-mail, or communicated by other electronic means of communication, and can be considered approved if at least fifty-one percent (51%) of the Members in Good Standing participate and no less than two thirds (2/3) of the voting Members approve. Such Written Consent shall be sent at least 30 days prior to the required return date. Such Written Consents shall be filed with the Minutes of the proceedings and shall have the same effect as a vote for all purposes.

**ARTICLE IX.**  
**Board of Directors**

Section IX.A. Authority. The business and affairs of the Association shall be managed under the direction and oversight of the Board of Directors, except as otherwise provided by law, in the Association's Articles of Incorporation or in these Bylaws. The Board of Directors shall record all of its actions in the Association's Minute Book. By way of specificity, and not limitation, the Board of Directors shall engage in the activities set forth below:

1. The adoption of an annual operating and capital budget.
2. The authorization, including the selection of an independent auditor, and acceptance of an annual independent financial audit report and management letter.
3. Hiring, firing and annual evaluation of the President/CEO.
4. Determination of Membership Sections.
5. Determination of Fellowships
6. Recommendation of changes to these Bylaws to the Members at least four (4) weeks prior to the holding of a vote.

Section IX.B. Number. The Board of Directors shall have no less than nine (9) and no more than nineteen (19) directors. The Board of Directors may, by resolution, change the number of directors on the Board of Directors consistent with the range set forth above.

Section IX.C. Composition. The Board of Directors shall be comprised of the following:

1. The Chair
2. The Chair Elect
3. A past Chair of the Board
4. The President/CEO
5. The Secretary
6. The Treasurer

7. Three representatives of the CYF Membership Section, one of whom shall be the Chair of the CYF Membership Section, as chosen by the Section and who shall be a CEO or Board Chair of an organization which is a member of the Children, Youth, and Family (“CYF”) Membership Section, plus representatives of two other members of the CYF Membership Section that are recommended by the Section and selected by the Nominating Committee.
8. Three representatives of the OAM Membership Section, one of whom shall be the Chair of the OAM Membership Section, as chosen by the Section and who shall be a CEO or Board Chair of an organization which is a member of the Older Adult Ministries (“OAM”) Membership Section, plus representatives of two other members of the OAM Membership Section that are recommended by the Section and selected by the Nominating Committee.
9. A representative of a member of the Hospital and Health System (“HHS”) Membership Section who shall be a CEO or Board Chair of an organization which is a member of a Hospital or Health System selected by the Nominating Committee.
10. A Bishop of the United Methodist Church
11. An Annual Conference Director of Connectional Ministries (or equivalent)
12. The Chair of the Eagle Commission; and
13. Up to three (3) additional Members of the Association (“at large directors”).

#### Section IX.D. Election of Directors.

Section IX.D.1. All directors shall be nominated by the Nominating Committee and elected as set forth in Sections IX.D.2. and IX.D.3 of these Bylaws. Nominations for the up to three “at large” seats may be made at the discretion of the Nominating Committee.

Section IX.D.2. The Board of Directors shall be elected from among the nominees, by a majority of those voting. The election shall be held at the Annual Business Meeting of the Members; provided, however, that Members present at the Annual Meeting may nominate individuals from the floor prior to the vote.

Section IX.D.3. In the event of a vacancy on the Board of Directors between Annual Meetings the seat, regardless of the reason for the vacancy, shall be filled by a simple majority vote of the Board of Directors from a slate of nominees put forth by the Executive Committee.

Section IX.D.4. A director shall discharge his/her duties in good faith in a manner the director believes to be in the best interest of the Association, and with the care a reasonably prudent person would exercise.

Section IX.E. Conflict of Interest. Each director shall sign a conflict of interest statement annually.

Section IX.F. Participation.

Section IX.F.1. A director is required to attend no less than fifty percent (50%) of the meetings **annually** of the Board of Directors. Failure to attend fifty percent (50%) or more of the meetings, without good cause as determined by the Executive Committee of the Board of Directors, may subject the director to removal. A director may participate in a Board meeting by any means of communication through which the director, other directors participating, and all directors present in person at the meeting may simultaneously hear each other during the meeting. Such participation shall count as being present and in attendance.

Section IX.F.2. Any Director who fails to attend three (3) consecutive meetings of the Board of Directors without good cause, shall automatically cease to be a member of the Board of Directors.

Section IX.G. Notice of Meetings. Notice shall be given to each director no less than **five (5)** days prior to each regular or special meeting. Such notice shall be written and delivered personally, or by mail, telegram, fax or electronic transmittal; all of which shall be deemed delivered when deposited with postage or fees prepaid, or transmitted electronically. Notice for any Special Meeting shall state the reason for the meeting.

Section IX.H. Quorum. For both regular and special meetings fifty percent (50%) of the directors entitled to vote shall constitute a quorum. If a quorum is present when a duly called or held meeting is convened, the directors present may continue to conduct business even if the withdrawal of directors during the meeting results in attendance of less than the number of directors necessary to constitute a quorum, but no less than 1/3 of the total membership of the Board.

Section IX.I. Conduct of Meetings. Each regular and special meeting of the Board of Directors shall be governed by *Roberts Rules of Order, Newly Revised*, except as otherwise provided by law or by these Bylaws. Such rules may be suspended by a  $\frac{3}{4}$  vote of the directors present at the meeting who are eligible to vote at said meeting.

Section IX.J. Resignation or Removal.

Section IX.J.1. Any member of the Board of Directors may resign from the Board at any time, and for any reason. Such resignation shall be submitted to the Board Chair, Secretary or President/CEO of the Association, and shall take effect upon receipt or upon such later date specified in the resignation.



Section IX.J.2. Any member of the Board of Directors may be removed, at any time with or without cause, upon a vote of a majority of directors entitled to vote.

Section IX.K. Personal Expenses/Compensation. No director, except the President/CEO, shall be compensated for services provided to the Association in their capacity as a director. Reimbursement of expenses shall be made according to approved Association policy.

Section IX.L. Recording of Votes. Any director present at a meeting of the Board of Directors may request that his/her vote be recorded. Such request may be made to the secretary, verbally at the time of the vote, or in writing prior to the vote.

Section IX.M. Term of Office. A director shall be elected for a three-year term, except for the chairs or representatives of the Sections, who shall serve a two-year term. Directors shall be placed in staggered classes such that to the greatest extent practical one third (1/3) of the directors rotate each year. A director's term shall begin at the close of the Annual Meeting at which the director is elected, and shall end at the close of the Annual Meeting at which the director is either replaced or re-elected for a subsequent term. Directors are eligible for nomination and election for two (2) consecutive terms of three (3) years each, comprising up to six (6) consecutive years. No director may serve for more than six consecutive years. A Director who has completed six consecutive years must rotate off the Board for at least one year. However, if the term of the Chair, Chair Elect, or past Chair, as members of the Board of Directors would terminate prior to the completion of two (2) terms in each such position, then said individual's term on the Board of Directors may be extended by vote of the Board of Directors to coincide with their serving two (2) terms as Chair Elect, two terms as Chair, and two terms as past Chair. Also, a Section Chair may continue to serve on the Board of Directors during their tenure as Chair of the Section if their term as a Director exceeds six consecutive years.

Section IX. N. Vacancies. In the case of any vacancy on the Board of Directors, the Board may elect a successor to hold office for the unexpired portion of the term of the director whose seat has become vacant.

Section IX.O. Meetings of the Board of Directors.

Section IX.O.1. Annual Meeting. The annual meeting of the Board of Directors shall be held annually immediately following the Annual Business Meeting of the Membership.

Section IX.O.2. Regular Meetings. Regular meetings of the Board of Directors shall be held not less than four (4) times per year (including the Annual Meeting) at a specified date, time, and place as shall be determined by resolution of the Board of Directors at the Annual Meeting, provided that notice of any

change in the date, time, or place of the holding of regular meetings of the Board of Directors shall be mailed, hand delivered or communicated by telephone or other electronic means of communication to each director at least five (5) days prior to the meeting held pursuant thereto. The Board of Directors shall meet as often as necessary to transact the business of the Association. Any business may be transacted at a regular meeting of the Board.

Section IX.O.3. Special Meetings of the Board of Directors. Special meetings of the Board of Directors may be called at the request of the Chair, Chair Elect, the President/CEO of the Association or any three (3) directors of the Association. Notice of special meetings shall be mailed, hand-delivered or communicated by telephone or other electronic means of communication to each director not less than **five (5)** days before the date of such meetings. Notice of special meetings shall state the purpose or purposes for the special meeting, and at such meeting, no other business than that stated in the notice shall be transacted as official business.

Section IX.P. Waiver of Notice. Notice of meetings shall be given by the Secretary of the Association. Any meeting of the Board of Directors may be deemed to have been legally and validly called if seventy-five percent (75%) of the directors entitled to vote on the day of the meeting sign a written waiver of notice, either before or after the meeting. Attendance of a director at any meeting will constitute a waiver of notice of that meeting, and no written waiver need be obtained from that director, except when the director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting was unlawfully called or convened. All such waivers, consents, or approvals shall be filed with the corporate records.

Section IX.Q. Actions by Unanimous Written Consent. Any action required or permitted at any meeting of the Board of Directors may be taken without a meeting, without prior notice, and without a vote if all of the Directors entitled to vote thereon consent in writing. Such written consents shall be filed with the Minutes of the proceedings and shall have the same effect as a vote for all purposes.

## **ARTICLE X.**

### **Officers.**

Officers of the Association shall be the Chair, the Chair Elect, **Past Chair**, President/CEO, Secretary, and Treasurer. Persons elected to hold such offices shall be a Member or employee of a Member, in good standing, of the Association; except the President/CEO who shall serve ex- officio with vote while employed by the association in that capacity.

Section X.A. Election and Tenure. All officers, except for the President/CEO, shall be nominated by the Nominating Committee and elected by the General

Membership at the Annual Meeting, and installed immediately thereafter. Officers shall be elected for a term of two years. No individual, with the exception of the President/CEO, shall serve in any one office for more than two (2) consecutive terms (four (4) years), without having rotated off for at least one (1) year.

Section X.B. Duties of Elected Officers.

Section X.B.1. Chair. The Chair of the Board of Directors shall preside at all meetings of the Members, Board of Directors, and Executive Committee of the Board of Directors.

Section X.B.2. Chair Elect. The Chair Elect shall perform such duties as shall be assigned by the Board of Directors or the Chair. In the absence of the Chair, the Chair Elect shall perform the duties of the Chair with the full power of, and subject to the restrictions on, the Chair. In the event that the position of Chair becomes vacant for any reason, the Chair Elect shall succeed immediately to take the office of Chair.

Section X.B.3. Past Chair. The past Chair shall perform such other duties as may be assigned by the Board of Directors or the Chair.

Section X.B.4. Secretary. The Secretary shall keep, or cause to be kept, the minutes for all meetings of the Members, the Board of Directors and the Executive Committee of the Board of Directors, sends or causes to be sent appropriate notices and agendas for all meetings of the Members, Board of Directors, and Executive Committee of the Board of Directors, acts as custodian of all records and reports, and in general performs all duties incidental to the office of Secretary, and such other duties as from time to time may be assigned by the Board of Directors.

Section X.B.5. Treasurer. The Treasurer shall Chair the Finance committee and review budgets and financial statements prepared by staff. The Treasurer shall make recommendations to the Board regarding dues, investment policy, and financial strategy for the Association. The Treasurer shall lead the Board in arranging for the audit and audited financial statements by a certified public accountant no less frequently than bi- annually.

Section X.B.6. President/CEO. The Board of Directors hires the President/CEO who serves as a voting member of the Board of Directors during his/her tenure as President/CEO. The Board engages the President/CEO and conducts an annual performance review and retains the right to terminate the President/CEO with or without cause. The President/CEO is responsible for the overall administrative management of the Association and serves as a voting member of the Board of Directors and s/he or a designee as an ex-officio, without vote, member of all standing committees. The President/CEO is responsible to

the Board of Directors for: a) coordinating the activities and events of the various Board Committees, Membership Sections and Fellowships; b) planning and organizing the Annual Meeting of the Members, and all other education, training and work related gatherings of the Association; c) working with all Board Committees and Membership Sections to articulate concerns and needs related to the polity of the UMC; d) building and maintaining cooperative interactions and relationships with the UMC; e) providing leadership in the development of communication systems for the Association; f) Assisting the Secretary in causing minutes to be recorded; act as custodian of all records and the corporate seal, assuring that the seal is affixed when required by law to document on behalf of the Association; signing official papers and documents required for the Association business; g) assisting the Treasurer providing correct and accurate accounts of the property and financial transactions of the Association; and h) performing all other tasks as assigned by the Board of Directors, the Executive Committee of the board of Directors and/or the Chair.

Section X.C. Resignation, Removal, Vacancies.

Section X.C.1. Resignation. Any officer may resign at any time by giving written notice to the President/CEO of the Association. The President/CEO may resign at any time by giving written notice to the Chair. Such resignation shall take effect immediately upon its receipt by the President/CEO (or in the case of the President/CEO, the Chair), unless a later effective time or date for the resignation is specified in the notice of resignation.

Section X.C.2. Removal. Any officer may be removed either with or without cause by affirmative vote of a majority of the Board of Directors at any annual, regular, or special meeting of the Board of Directors.

Section X.C.3. Vacancies. In the event of death, resignation, removal, or other inability to serve of any officer, the Board of Directors shall elect a successor who shall serve until the expiration of the normal term of such officer or until his or her successor shall be elected.

**ARTICLE XI**  
**The EAGLE Accreditation Commission.**

Section XI.A. Purpose. The Education Assessment Guidelines Leading toward Excellence (EAGLE) is a voluntary program utilizing principles and goals that promotes, pursues and recognizes excellence in the holistic, Christian mission and ministry of an organization. The EAGLE Accreditation Commission is responsible for the overall management, development, implementation and recognition of the Program, including but not limited to the following:

1. Providing training programs for peer reviewers and team leaders;

2. Peer review team assignments and scheduling;
3. Coordinating on-site organizational reviews;
4. Review, evaluation, and final approval of peer review team reports;
5. Recognition of related activities, persons and organizations in cooperation with the Training Committee;
6. Granting accreditation in accordance with the related policy or policies approved by the Association's Board of Directors.
7. Sharing best practice ideas to promote and expand such practices among UMA members and the health and welfare industry, and
8. Proposes subject matter and potential presenters for educational events.

Section XI.B. Composition of the EAGLE Commission. The Nominating Committee recommends candidates to the Chair of the Board of Directors who shall appoint Commissioners, except as otherwise provided in these Bylaws. Preference should given to appointees who are representatives of EAGLE-accredited organizations, or from organizations who are in the process of becoming EAGLE accredited.

The composition of the EAGLE Accreditation Commission shall be: 1) Five individuals from each Membership Section whose member organizations are eligible to be EAGLE accredited; including, but not limited to OAM and CYF. The Chair of the Membership Section shall be one of the five representatives of the Section; 2) the Chair of the HHS Section; 3) one representative from each Membership Section and Fellowship identified annually by the Board of Directors not otherwise represented on the EAGLE Commission; 4) one representative of a non-United Methodist organization which is EAGLE accredited as may be appointed annually by the Board of Directors.

Commission members serve a three (3) year term, and shall serve no more than two consecutive terms.

## **ARTICLE XII**

### **Committees of the Board of Directors.**

Section XII.A. Standing Committees. The Standing Committees of the Board of Directors of the Association are the Executive Committee, Finance Committee, Program and Training Committee and Membership Committee.

Section XII.B. Executive Committee. The Executive Committee consists of the Chair, the past Chair serving on the Board of Directors, the Chair Elect, President/CEO, Treasurer, and Secretary, and such additional individuals as shall be necessary to assure that each Membership section comprised of no less than 10 Members is represented by a member on the Executive Committee. The Chair of the Board shall serve as the Chair of the Executive Committee and the Chair Elect shall serve as the Vice Chair. The Executive Committee has the authority to transact business between meetings of the Board of Directors. All actions taken shall be reported to the Board of

Directors at its next meeting. No actions taken by the Executive Committee shall be in conflict with stated policies of the Association, the Board of Directors, the Association's Articles of Incorporation or these Bylaws. In addition the Executive Committee is responsible for:

Section XII.B.1. Reviewing Association Bylaws at least bi - annually and for proposing revisions to the Bylaws for consideration by the Members.

Section XII.B.2. Development, assessments and/or recommended revisions to ongoing Board policies. The Committee serves as repository for new policy proposals and ongoing policy revisions from all other leadership entities.

Section XII.B.3. Development, assessments and/or creation of recommended goals to further the Association's charitable purpose, vision, mission and strategic positioning. The Committee serves as repository for new ideas and continuously identifies and analyses trends that may affect the ongoing and future ministries of Member organizations from all other leadership entities.

Section XII.B.4. The management of the Association's human resources and application of policies and procedures used in the recruitment, selection, employment, assessment, promotion, and termination of employees and volunteers. It serves as a resource to the employee grievance process and annually assesses the staffing plan; monitors appropriate external benchmarks and assesses the Association's salary and benefit compensation plan. It monitors compliance with equal employment regulations and affirmative action standard, is responsible for conducting an annual assessment of the President/CEO, and determines mutually agreeable performance goals for the successive year. It monitors the executive succession policy and procedure and serves as a recruitment task force whenever it becomes necessary to fill the position of President/CEO. The Executive Committee may also appoint a Search Committee to secure a person to fill the President/CEO position.

Section XII.B.5. Nominating Committee. The Executive Committee shall serve as the Nominating Committee. All references in these Bylaws to the Nominating Committee are references to the Executive Committee serving in its role as the Nominating Committee. The committee nominates at least one candidate for each elective office for consideration by the Members. Those persons nominated shall have agreed to serve, if elected, before their names are placed in nomination. Attention shall be given by the Committee to skill sets, race, gender, geographic region, and Membership Section. All nominees must be Members of the Association.

Section XII.C. Finance. The Finance Committee shall consist of not less than three (3) nor more than five (5) members. The Treasurer shall serve as Chair of the Finance. The Finance is responsible for monitoring the overall financial condition and

managing the fiscal affairs of the Association and reporting same to the Members and the Association's Board of Directors. Duties include, but are not limited to, the review and monitoring of the annual budget and cash flow statements; publication of an Annual Report, and monitoring the Association's investments pursuant to the Association's Investment Policy.

Section XII.C.1. When reviewing the audit the Chairperson or designee of those Membership Sections with ten (10) or more members, not otherwise represented on the Finance Committee shall meet with the Finance Committee with full voice and vote.

Section XII.C.2. The Finance Committee is responsible to assist the Board of Directors in fulfilling its financial oversight responsibilities. Duties include, but are not limited to the preparation and monitoring of financial reports and other financial information; the systems of internal controls and ethics policies that the management and the Board have established; and the auditing, accounting and financial reporting process.

Section XII.D. Program and Training Committee. The Nominating Committee recommends candidates to the Chair of the Board of Directors who shall appoint the Chair of the Program and Training Committee, except as otherwise provided in these Bylaws. Members of the Program and Training Committee shall be appointed by the Chair of the Board in consultation with the Chair of the Program and Training Committee. The Program and Training Committee is responsible for the development, promotion, implementation and evaluation of all Association sponsored educational events. Duties include, but are not limited to, the suggestion to the Board of sites, themes, dates, curriculum and faculty for the Association-sponsored conventions. The Committee actively works with other leadership entities to solicit Member feedback on educational needs, and promote Association training events. The Training Committee shall be chaired by a member of the Board of Directors and consist of four (4) to seven (7) members including at least one (1) representative from each Membership Section of ten (10) or more Members and additional members from the various professional Fellowships.

Section XII.E. Membership Committee. The Nominating Committee recommends candidates to the Chair of the Board of Directors who shall appoint the Chair of the Membership Committee, except as otherwise provided in these Bylaws. Members of the Membership Committee shall be appointed by the Chair of the Board in consultation with the Chair of the Membership Committee. The Membership Committee has one Member from each of the Membership Sections with ten (10) or more Members, and the President/CEO. The Membership Committee oversees Member benefits and membership recruitment, promotion and marketing efforts, and ensures membership dues, benefits and Association policies are consistently applied.



Section XII.F. Non-Standing Committees. The Board of Directors may create such committees, with such members, as are necessary to carry out the work of the Association. Such committees shall be created for one (1) year and may be extended on an annual basis by the Board of Directors.

### **ARTICLE XIII** **Membership Sections.**

Section XIII.A. Membership Section Definition. Membership Sections shall be identified, reviewed, and authorized by the Board of Directors on an annual basis. Each Membership Section shall have one (1) or more members of similar purpose and function. A Membership Section must have no less than ten (10) members in order to automatically qualify to have a seat on a committee or other body on which Membership Sections are represented. All Membership Section actions must be approved in advance by the Board of Directors of the Association.

Section XIII.B. Membership Section Guidelines. Each Membership Section shall **draft and be** governed by **guidelines** specific to the purpose of the Membership Section and Operating Guidelines common to all Membership Sections of the Association, each of which shall be drafted in accordance with the Association's charitable purpose, vision and mission and the purpose of the Membership Section, and shall be approved by the Board of Directors. The Guidelines shall provide for the election of a Section Chairperson, Vice Chairperson and Executive Committee.

#### Section XIII.C. Membership Section Chairperson.

Section XIII.C.1. The Chair shall be elected by the members of the Membership Section. The Chair shall serve for a term of two (2) years and may serve for no more than two (2) consecutive terms. The Chairperson's term shall commence at the adjournment of the meeting at which his/her election and installation occurs. Notwithstanding the foregoing, the Chair of the CYF, and **Older** Adult Ministries Membership Sections must be the CEO or Board Chair of the organization for which they work and an Association and Membership Section Member.

Section XIII.C.2. The duties of the Membership Section Chair are to: a) guide the work of the Membership Section in accordance with the Section Charter and the Membership Section Guidelines of the Association, and nurture the development of future leaders in the Section; b) Serve as a member and/or appoint members of the Section to serve on Association committees and task forces, and to represent the Membership Section as prescribed by the Membership Section's Charter and the Membership Section Guidelines; c) Authorize disbursements for the Membership Section.



**ARTICLE XIV.  
Fellowships.**

The Board of Directors shall annually list a series of Fellowships for professional and other groupings who benefit from meeting together to study, share best practices and innovations. The organization of Fellowships shall be facilitated by the President/CEO or his/her designee. Members of these Fellowships also are encouraged to be participants in a Membership Section. Examples of Fellowships are Chaplains, Fund Raising and Public Relations, Trustees, and similar groups. Fellowships shall provide information and input to the Board of Directors and the Committees of the UMA.

**ARTICLE XVI  
Required Signatures.**

All checks, drafts or other negotiable instruments of this corporation shall be signed in the name of the Association by such persons and in such manner as shall be from time to time determined by resolution of the Board of Directors. All deeds, mortgages, bills of sale, conveyances, stock powers, or other instruments of transfer may be signed on behalf of the Association by either the Chair or the President/CEO and any one of the following officers: Chair, President/CEO, Secretary or Treasurer. Written agreements and contracts in excess of limits established by the Board of Directors annually, and may be signed on behalf of the Association by either the Chair or the President/CEO upon prior approval of the Board of Directors. , and any one of the following officers: Chair, President/CEO, Secretary or Treasurer. Any officer may, upon request, execute and deliver a certificate as to the identity of persons authorized to act.