

BYLAWS OF CALDWELL METHODIST CHURCH

ARTICLE I – OFFICE

Section 1.1 Office. The principal office of the Church shall be at 306 West Fox Street, Caldwell, Texas 77836. The church may have such other offices, either in Texas or elsewhere, as the Members may determine.

Section 1.2. Name. Caldwell Methodist Church's corporate name is Caldwell Methodist Church.

ARTICLE II – Purposes

Section 2.1. Purposes. The Church is organized and operated exclusively for the purpose of engaging in religious worship or promoting the spiritual development or well-being of individuals as contemplated by the Texas Tax Code, Section 11.20. The Church's principal functions are:

- a) the engaging in religious worship and promoting the spiritual development or well-being of individuals;
- b) the maintenance of a church in accordance with the doctrinal standards, governance and social witness of the Global Methodist Church; and
- c) the general promotion and maintenance of charitable, religious, missionary and activities of the corporation.

The purposes of the church cannot promote any substantial activity that is prohibited by its designation as a non-profit corporation by the State of Texas or that is prohibited by any umbrella recognition as a tax-exempt organization by the United States.

Section 2.2. Governing authority. The Church's governing structure and operation is to be in accordance with and accountable to the Global Methodist Church. Its corporate powers are subject to, and cannot exceed those powers given by the Book of Doctrines and Discipline of the Global Methodist Church (BODD). The corporate entity of the Church conforms to the laws of the State of Texas and the United States Tax Code. Nothing in this article is to be construed as authorizing the Church to conduct any activity expressly prohibited by either authority.

At the time of the amendment of these bylaws, the Global Methodist Church was governed by the Transitional Book of Doctrine and Discipline. Until a convening general conference or subsequent general conference of the Global Methodist Church, the church adopts the transitional document as authoritative.

Section 2.3. Statement regarding Assets. All property, real, personal or mixed, of the Church and the proceeds there from shall always be used exclusively for charitable, religious or educational purposes. The receipt of, procurement of, and use of all assets are governed by the BODD and the United States Tax Code and the Texas Tax Code.

ARTICLE III – MEMBERS

Section 3.1. Classes of Members. The members of the Church are divided into two classes:

- (a) the Congregational Membership class consisting of members who are listed as the congregational membership rolls of the church as professing members and
- (b) the Charge Conference Members as defined in Section 4.1 of these bylaws.

Section 3.2. Congregational Members, as defined by the BODD, are all baptized people who have come into membership of Caldwell Methodist Church by profession of faith and agreeing to the vows of discipleship. Membership may be established by transfer from any church in which the Lordship of Christ is affirmed. Members have both the duties and the benefits described in the BODD. Members may be characterized as active, inactive, constituent, affiliate, or associate.

Section 3.3. Membership Rolls. Rolls of all members shall be kept and updated of congregational members in accordance with the BODD. Removal from the roll may be done by request, transfer, death or removal by Church or Charge Conference vote in accordance with BODD.

Section 3.4. Meetings. A member listed on the Active Membership Roll has a right to vote at a Church Conference called in accordance with Section 4.5 of these bylaws.

ARTICLE IV – CHARGE CONFERENCE

Section 4.1. The Charge Conference consists of the three classes of members: (1) the Board of Stewards (see Article V); (2) the retired ordained ministers and retired diaconal ministers who elect to hold their membership in the Charge Conference of Caldwell Methodist Church; and (3) Stewards elected according to Section 4.3.

Section 4.2. Powers and Duties. The Charge Conference shall determine how to allocate the responsibilities granted to it and limited by the BODD.

Section 4.3. Election of Stewards. Stewards are elected for a term of three years with one-third of the elected members' seats being staggered for election each year on a rotating basis. No person may serve more than two consecutive terms as a member. Candidates for the vacant seats are nominated by the Nominations and Leadership Development Committee.

This committee has the structure and purposes defined in the BODD. The Charge Conference shall elect members at the annual meeting by ratifying the committee's nominations by a majority vote of members present and voting.

Section 4.4. Size. The minimum number of members of the Charge Conference allowed is the lesser of 50 persons or 25% of the active members whichever is smaller.

Section 4.5. Meetings of Members. An annual meeting of the Charge Conference is convened in accordance with and for the purpose set forth in the BODD. Special meetings may be called and held in accordance with the BODD. The members present and voting at any duly announced meeting shall constitute a quorum.

Section 4.6. Meeting Procedures. Meeting procedures, to include call, conduct and bookkeeping, are done in accordance with the BODD. Meetings by remote communications technology are permitted. Action by unanimous consent may be taken if the meeting call expressly indicates that this mechanism is being employed for that action. Consent may be implied by non-response if notice is given of that outcome of non-response. Notice of the outcome of the vote must be made promptly to all members. It is the member's duty to assure that the membership records contain correct and preferred contact information for the purposes of call.

If any meeting procedure is expressly prohibited by the BODD, the provision in these Bylaws is considered abandoned by the corporation.

Section 4.7. Church Conference. A Church Conference may be called to extend voting to all active members. A quorum is not required to conduct business at this meeting. The necessary majority is calculated by the number of voting members present unless otherwise defined by the BODD.

ARTICLE V - BOARD OF STEWARDS

Section 5.1. Purpose

- Protect the vision, mission and values of Caldwell Methodist Church
- Hold senior pastor accountable for promoting and institutionalizing vision, mission and values
- Approve major ministry decisions as typically required by discipline
- Receive, and review as needed, existing policies from Finance, Trustees and Staff-Parish

Section 5.2. Meeting Structure

- Establish meeting schedule on church calendar
- Establish process to have items put on agenda

- Elect chairman, vice chairman and secretary of the board
- Establish a method to create short-term teams for specific activities (problems or opportunities)
- The board shall create a covenant of participation responsibilities to include but not limited to: prayerful consideration in all decision making, attendance requirements, commitment to serving full appointed term, maintain confidentiality, strive for consensus.

Section 5.3. Staff-Parish Relations Duties (SPR)

- Annual performance review of the senior pastor
- Recommend appointed clergy compensation to the church conference.
- Work with annual conference and presiding elder when there is change of pastors.
- Consult with senior pastor on staffing decisions.

Section 5.4. Finance Duties

- Develop annual budget for presentation to and approval by church or charge conference.
- Develop a process for budget increases.
- Review and approve monthly financial statements.
- Provide oversight of church endowments.
- Develop fundraiser policies.
- Ensure appropriate oversight and fiduciary responsibility to include annual audit or review, internal control and financial policies.
- Develop approval and delegation of authority policy for commitments and cash disbursements.
- Coordinate annual stewardship and/or capital campaigns.

Section 5.5. Trustee Duties

- Oversight of church facilities operation, maintenance, risk management and contracts.
- Develop delegation of authority for approval of maintenance by facilities manager.
- Approve significant capital projects.
- Develop long term capital/maintenance projects plan.

Section 5.6. Church Communication Plan

- Schedule “town hall” meetings to review church health – financial and ministry.
- Submission of annual budget to congregation through a church meeting.
- Publication of dates of Board meetings in bulletin, text, email, phone-tree and website.
- Publication of Board minutes of meetings on website and by mail upon request.

- Identification of Board members with contact information, including Caldwell Methodist Church's email address, in various church publications and online communications.
- Responsibility of all Board members to conduct active communication with congregation.
- Open process for input and inclusion of agenda items prior to meeting.
- Identification of Board Communication representative with responsibility for two-way communication with congregation.

Notice shall be given to all Board members of a meeting at least three days prior to the meeting. If it is necessary to call a special meeting, notice shall be given to all Board members by email, phone call, text message and/or other personal notification.

The Board shall not meet without the knowledge of the senior pastor or presiding elder(s). The senior pastor shall be present at all meetings unless they voluntarily excuse themselves. The Board may meet with the presiding elder(s) without the senior pastor present as long as the senior pastor is informed in advance of such meeting and shall be brought into consultation immediately thereafter.

Any member/s of Caldwell Methodist church may request to be added to the agenda of the meeting up until three days prior to the meeting. Any member present in such a capacity shall have a voice, but not a vote. The Board may enter into executive or closed session to consider personnel matters, staff salary discussions, potential litigation, contract negotiations and other items.

Any member of Caldwell Methodist Church may speak during a Board of Stewards meeting in the open forum session even if they are not on the agenda, though the concern may not be addressed at that specific meeting if it is not on the agenda for that meeting and speech must be concerning the subject matter being addressed.

A copy of the agenda will be publicized a week prior to the meeting, and can be changed up to three days prior to the meeting, with the minutes being made available within a week after.

ARTICLE VI – ADMINISTRATIVE COMMITTEES

As defined and described by the BODD, the Charge Conference and the Board of Stewards shall be advised by multiple committees at their discretion.

ARTICLE VII – CORPORATE Board of Directors

Section 7.1. Corporate Management. In accordance with Texas Business Organization Code 22.233, and the BODD, the Trustees of the Board of Stewards serve as the corporate board of directors and officers for this church.

ARTICLE VIII – INDEMNIFICATION AND INSURANCE

Section 8.1. Indemnification. The Church acknowledges mandatory indemnification, and grants permissive indemnification, in accordance with the Texas Business Organizations Code for all members of the Charge Conference and Board of Trustees and any other person defined as a delegate or representative by the Code section 8.001 to include employees.

Section 8.2. Insurance. The Church shall purchase or procure or establish and maintain insurance to indemnify or hold harmless an existing or former governing person, delegate, officer, employee or agent against any liability asserted against and incurred by the person in that capacity, or arising out of the person's status in that capacity.

ARTICLE IX – GENERAL PROVISIONS

Section 9.1. Contracts. Unless so authorized by the Trustees or by these Bylaws, no officer, agent or employee shall have any power or authority to bind the Church by any contract or engagement, or to pledge its credit or to render it pecuniarily liable for any purpose or in any amount.

Section 9.2. Depositories. All funds of the Church shall be deposited to the credit of the Church in such banks or other depositories as directed by the Board of Stewards in accordance with the BODD.

Section 9.3. Fiscal Year. The fiscal year of the Church shall begin and end on such dates as required by the Global Methodist Church.

Section 9.4. Books and Records. The church shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Members, Board of Stewards and standing committees, and shall keep at its registered office or principal place of business a record of its Members, giving their names and addresses.

Section 9.5. Distribution of Assets. The winding up and dissolution of this corporation must be in accordance with the authorities set forth in Section 2.3 of the Bylaws. The determination of the distribution of the church's assets is to be recommended by the Board of Stewards and approved by at least two-thirds of the professing members at a duly called Church Conference. The assets must be transferred to a charitable, educational, religious or other similar organization that is qualified as a charitable organization under Section 501©3 of the code.

ARTICLE X – AMENDMENTS

These Bylaws may be altered, amended, or repealed, or new bylaws may be adopted, by a majority of the votes of the Church or Charge Conference after amendments have been approved by the Board of Stewards and timely notice of proposed action has been made in the meeting call.

ARTICLE XI – BOOK OF DOCTRINES AND DISCIPLINE

The Global Methodist Church Book of Doctrines and Discipline is hereby incorporated by reference and made a part of these Bylaws. These Bylaws shall not be inconsistent with the BODD and, in the event of any such inconsistency, the provisions of the BODD shall control.

Certificate by Chair of Board of Trustees

The undersigned, being the chair of Board of Trustees of the Church, hereby certifies this is a correct copy of the amended Bylaws of Caldwell Methodist church, approved by the Board of Stewards on (date) and recommended to the Church or Charge Conference, with the intent that these Bylaws be effective (date) .

Mark Telg
Chairman – Board of Stewards

Certificate by Lay Leaders of the Charge Conference

The undersigned being the Lay Leaders of the Charge Conference, hereby certifies that this is a correct copy of the amended Bylaws of Caldwell Methodist Church, approved by the Church or Charge Conference on (date) to be effective (date) .

Michael Bennett
Lay Leader
