

**BY-LAWS OF THE
CHURCH EXTENSION SOCIETY OF THE WESTERN DISTRICT
OF THE OREGON-IDAHO CONFERENCE OF THE UNITED METHODIST CHURCH**

ARTICLE I

Section 1. Articles of Incorporation

The Western District Church Extension Society (WDCES), an *Oregon Non-Profit Religious Corporation* was incorporated in 1978 as the CHURCH EXTENSION SOCIETY OF THE WESTERN DISTRICT OF THE OREGON-IDAHO CONFERENCE OF THE UNITED METHODIST CHURCH with Registry Number 128028-15.

1. The Assistant to the Bishop for the Western District is designated as the *Registered Agent* and listed along with the current *President* and *Secretary*.
2. A report is required to be filed annually with the Oregon Secretary of State, Corporation Division.

Section 2. Membership

The membership of the corporation shall consist of not less than the following persons:

1. The Resident Bishop
2. The Assistant to the Bishop of the Western District of the Oregon-Idaho Conference.
3. The District Lay Leader
4. All Pastors serving within the Western District of the Oregon-Idaho Conference of the United Methodist Church.
5. Two lay members from each charge conference of the Western District of the Oregon-Idaho Conference of the United Methodist Church, of whom one shall be the lay leader of the charge.
6. Such other persons from Western District United Methodist Churches as may be interested in participating as members.

Section 3. Annual Meetings

- A. The annual meeting of the membership of this corporation shall be held between September 15 and November 15 at a convenient place within the Western District. The purposes for such annual meeting shall be the electing of directors, considering reports by the President and other officials of the corporation, examining the financial circumstances of the corporation, and for the transaction of such other business as may be brought before the meeting.
- B. Notice of any regular meeting shall be communicated in the form of confirmed electronic mail or as a printed hard copy sent via the United States Post Office to the members at least ten, but not more than fifty days, prior to the designated meeting date.

Section 4. Special Meetings

Special meetings of the membership may be called by the President or by a majority of the directors of the corporation by giving the same notice and same mechanism as required for an annual meeting. Included in the notice of such special meetings shall be a brief statement of the object or objects of such special meetings.

Section 5. Quorum

At any meeting of the membership, twenty members present in person or by proxy shall constitute a quorum of the membership.

ARTICLE II

Section 1. Board of Directors

The business of the corporation shall be managed and controlled by a board of nine directors. The board shall have power and authority to make rules and regulations not inconsistent with the laws of the State of Oregon and the By-laws of this corporation for the guidance of its officers and for the transaction of the corporation's business. The board shall exercise all powers necessary for the transaction of the corporation's business and nothing herein contained shall be deemed to limit or restrict the general authority vested in the board for the management and control of the corporation.

Section 2. Election

Three directors shall be elected at each annual meeting by a majority of the members present in person or by proxy at such meeting. The term of office of each director shall be three years and at the conclusion of their term may be re-elected for an additional three year term. There is no limit to the number of terms a director may serve. The term of office shall begin immediately after election and continue until their term expires, are re-elected to another three year term or until a successor is nominated and elected.

Section 3. Regular Meeting

The regular meeting of the directors of the board of this corporation shall be held immediately following the annual meeting of the membership and to include newly elected board members. No notice shall be required for the purpose of holding this meeting.

Section 4. Other Meetings

The board shall meet not less than two additional times a year, at a time and place determined by the President. Notification of such meeting shall be given to all members of the board not less than 48 hours in advance. Special meetings may also be called by any three members of the board upon the giving of 48 hours notice of the time and place of such meeting.

Section 5. Quorum

For meetings of the board of directors a quorum shall consist of 5 of more members in person, by means of video or audio conference or by proxy.

ARTICLE III

Section 1. Officers

A. The officers of this corporation shall consist of a President, Vice President, Secretary, Treasurer and Executive Secretary. The officers shall be determined by the board of directors at the board meeting immediately following the annual meeting of the membership.

B. The board at its discretion, at any time, may by resolution appoint additional officers.

C. The same person may hold one or more of the offices of this corporation as determined by the board, except that no person may simultaneously hold the office of President and Secretary nor President and Treasurer.

Section 2. Ex Officio Officer

The Assistant to the Bishop of the Western District of the Oregon-Idaho Conference of the United Methodist Church shall be Executive Secretary of the corporation, ex-officio.

Section 3. Duties of the Officers

A. The President shall preside at all meetings of the membership and board and shall perform such other duties as the board may from time to time authorize.

B. The Secretary shall have charge of the records and minutes of the corporation and shall perform such other duties as the board of directors may authorize or direct.

C. The Treasurer shall have charge of all funds belonging to the corporation and shall see to their safekeeping and deposit in a bank or banks, investment corporations, United Methodist Investment boards or other corporations as designated by the board of directors of the corporation. In the absence of such designation, the Treasurer may select the bank or banks in which such funds shall be deposited.

1. Financial statements from Investment Corporations shall be communicated monthly to both the Treasurer and President of the Corporation.

2. The Treasurer shall provide a monthly income statement with supporting financial reports as needed and communicate all necessary documents to the board of directors.

D. The Executive Secretary shall be primary administrative officer of the corporation and shall carry out duties under the direction and control of the board of directors and the officers of the corporation.

E. All funds of the corporation shall be under the supervision of the board of directors

and shall be handled and disposed of in such manner and by such officers or agents as the board of directors may by resolution from time to time authorize.

1. Each investment corporation or bank shall require three or more signatures on subject accounts. One signature is required to provide deposits and withdrawals from a bank checking account. Verification by two individuals is required for transfer or withdrawal of funds in excess of \$10,000.

2. Bank checking account accuracy and confirmation of funds on deposit with all banks and investment corporations shall be conducted monthly by the Treasurer and verified quarterly in writing by the President of the Corporation.

ARTICLE IV

Section 1. Committees

The standing committees of the corporation may include:

1. Ways and Means
2. Building Projects
3. Support of *New Ministries*
4. Support *Maintaining Healthy Congregations*
5. Nominating
6. Loans and Grants

Section 2. Additional Committees

The board of directors shall appoint such other additional committees as it shall deem necessary from time to time.

ARTICLE V

The following shall be the order of business at the Annual meeting of the membership:

1. Devotion
2. Roll Call
3. Minutes of the previous meeting
4. Report of the Treasurer
5. Reports of standing committees

6. Reports of other committees
7. Report of Executive Secretary
8. Communications
9. Other Business

ARTICLE VI

Section 1. Amendments

The By-Laws may be amended or repealed and new by-laws may be adopted by a majority of the members present in person or by proxy at any annual meeting or at any special meeting of the membership called for the purpose of modifying or repealing the by-laws.

Revised October 23, 2011