

# **UNITED METHODIST NOMADS**

## **BY-LAWS OF THE CORPORATION**

### **ARTICLE I - OFFICES**

The name of the corporation shall be UNITED METHODIST NOMADS, hereinafter NOMADS. The principal office of the Corporation shall be established and maintained in the County of New York, State of New York. The Corporation may also have offices at such places within or without the United States as the board may from time to time establish, or as the business of the Corporation may require.

### **ARTICLE II - PURPOSE**

The NOMADS program is a mission outreach ministry of United Methodists which provides the opportunity for persons to volunteer their time and skills and recreational vehicles in meaningful Christian service at United Methodist related mission agencies, camps, churches, disaster relief sites and ecumenical partners.

NOMADS is an acronym for **Nomads On Mission Active in Divine Service**

### **ARTICLE III - OBJECTIVES**

The objectives of NOMADS shall be as follows:

- A. To provide a central clearing house to match member volunteers with mission opportunities
- B. To be responsive to members' desire to serve
- C. To be responsive to the expressed need of local communities and projects
- D. To organize working members into teams for short-term mission work

### **ARTICLE IV - MEMBERSHIP**

Membership is open to persons who are willing and able to support the purpose of this organization and who agree to abide by the NOMADS By-laws, Policies and Guidelines. Application for membership and tenure of membership shall be as the Board of Directors determines and shall be published in the Policies and Guidelines of the corporation.

### **ARTICLE V - FISCAL YEAR AND MEETINGS OF THE MEMBERSHIP**

- A. **Fiscal year:** The fiscal year of the corporation shall be the calendar year.
- B. **Annual meeting:** The Board of Directors shall set the time and place for the annual meeting and shall give the membership notice a minimum of 180 days in advance of the meeting. Business transacted at the annual meeting shall include the announcement of the results of the election process selecting the Directors of the Corporation and all other matters properly before the Membership as established by the Policies and Guidelines.
- C. **Election Process:** The election of the Board of Directors of the Corporation shall be by ballot distributed to all active members qualified to vote and returned as provided in the Policies and Guidelines.
- D. **Quorum:** At any annual meeting of the membership a quorum shall be those present at the meeting.
- E. **Special meetings:** The time and place of special meetings of the membership, if needed, shall be set by the Board of Directors in accordance with the Policies and Guidelines of the corporation, but only after a minimum of sixty (60) days notice.

## ARTICLE VI - BOARD OF DIRECTORS

A. **Board of Directors:** The business of the Corporation shall be managed and its corporate power exercised by a Board of Directors.. All directors shall be active members of the corporation, except for the Administrators and the appointed representative of the General Board of Global Ministries (hereinafter GBGM)—who need not be members of the corporation. NOMADS is related to the United Methodist Church through the Mission Volunteers program area of GBGM although neither GBGM nor any other entity of the United Methodist Church connectional system assumes any liability that may be incurred by NOMADS.

B. **Election and Term of Directors:** Directors shall be elected prior to the annual meeting of the membership and each Director elected shall hold office until his successor has been elected and qualified, or until his prior resignation, removal, or death. The term of Elected Directors shall commence at the annual meeting of Directors which occurs in conjunction with the annual meeting of the membership. Directors shall be elected by a plurality of the votes cast by active members (as defined by the Policies and Guidelines) entitled to vote. Election procedures shall be established by the Board of Directors in the Policies and Guidelines. No Director shall serve more than one term, except that a director may be elected to a 4 year term if he or she has served by appointment for less than 720 days.

C. **Vacancies:** Should the office of any Director become vacant, including a vacancy resulting from an increase in the numbers of Directors, the remaining Directors in office, by a

majority vote, may appoint any active member to fill such vacancy. The newly appointed director shall hold office for the unexpired term and until his successor shall be duly chosen and qualified.

**D. Removal of Directors:** Any Director may be removed with or without cause by vote of a majority of all active Members present at an annual meeting or by a three-fourths (3/4) majority vote of all of the Directors of the Corporation at the regular meeting or at a special meeting of the Directors called for that purpose. Should a Director be incapacitated and unable to perform his or her duties the Board of Directors may remove or suspend the Director.

**E. Number of Directors:** The initially authorized number of directors is ten and shall be increased or decreased by the Board as shall become necessary or convenient. In addition to the ten elected Directors there shall be the representative or representatives of the Administrator and a representative of GBGM. There shall be three types of Directors: Directors at Large; Jurisdictional Representatives; and ex-officio Directors. Ex-officio Directors shall not have a term limit. The Jurisdictional Representatives shall make one jurisdiction their home for election purposes, as provided in the Policies and Guidelines, and shall run from that Jurisdiction. Directors at Large and Jurisdictional Representatives shall both be elected by ballot mailed to the entire Nomad active membership.

- 1) There shall be four classes of Directors each of whom shall serve for a term of four (4) years. Each class shall be elected in a different years so that staggered terms shall be the norm and there will always be experienced directors on the Board.
  - a) Class 1 shall consist of one Director at Large and the South Central Jurisdictional Representative.
  - b) Class 2 shall consist of one Director at Large and the Northeast Jurisdictional Representative.
  - c) Class 3 shall consist of two Directors at Large and the Southeast Jurisdictional Representative.
  - d) Class 4 shall consist of one Director at Large, the North Central Jurisdictional and the Western Jurisdictional Representative.
- 2) Classes shall be elected in the following years.
  - a) Class 1 Directors shall be elected during the year 2008 and every fourth year thereafter.
  - b) Class 2 Directors shall be elected during the year 2009 and every

fourth year thereafter.

c) Class 3 Directors shall be elected during the year 2010 and every fourth year thereafter.

d) Class 4 Directors shall be elected during the year 2011 and every fourth year thereafter.

**F. Administrator and GBGM directors as Ex-Officio Board Members:** The Administrator or its representative or representatives and the GBGM representative shall be ex-officio members of the Board of Directors and not entitled to a vote.

**G. Resignation:** A Director may resign at any time by giving written notice to the Board, the Chairman or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation of such Director shall take effect upon receipt thereof by the Board, and the acceptance of the resignation shall not be necessary to make it effective.

**H. Quorum of Directors and Voting:** A two-thirds majority of voting Directors shall constitute a quorum for the transaction of business. If at any meeting of the board there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum is obtained, and no further notice thereof need be given other than by announcement at the meeting which shall be so adjourned. If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present shall be the act of the Board of Directors.

**I. Place and Time of Board Meetings:** The Board may hold its meetings at places it may from time to time determine. There shall be an annual meeting of the Board in conjunction with the annual meeting of the membership.

**J. Notice of Meetings of the Board:** An annual meeting of the Board shall be held in conjunction with the annual meeting of the membership, upon actual notice (verbal or written) and at such time and place as the Board determines. All other meetings of the Board shall be called and held pursuant to the Policies and Guidelines of the Corporation.

**K. Executive and Other Committees:** The Board, by resolution, may designate two or more members of the corporation to any committee. To the extent provided in said resolution the committee may exercise the powers of the Board concerning the management of the business of the Corporation. The Guidelines and Policies of the corporation may set forth the powers of the committee.

**L. Policies and Guidelines:** Policies and Guidelines of the Corporation shall be established and may be amended by the Board of Directors.

**M. Compensation:** No compensation shall be paid to Directors for their services,

except that Directors may be reimbursed for their actual expenses in attending Board meetings.

## **ARTICLE VII - OFFICERS**

**A. Officers, Election and Term:** The Board shall elect or appoint a Chairman, a Vice-Chairman, a Secretary and a Treasurer. The Board may also elect or appoint such other officers as it may determine.

**B. Election of officers:** All officers shall be elected or appointed to hold office until their successors have been elected or appointed and qualified.

**C. Qualifications of officers:** No two offices may be held by the same person. All officers shall be members of the Board of Directors.

**D. Removal, Resignation, Etc.:** Any officer shall serve at the discretion of the Board as follows.

1. Any officer elected or appointed by the Board may be removed or suspended by the Board with or without cause.
2. In the event of the death, resignation or removal of an officer, the Board in its discretion may elect or appoint a successor to fill the unexpired term.
3. An officer may resign at any time by delivering a written notice to any member of the Board of Directors of the Corporation who shall immediately forward the resignation to the Chairman of the Board.
4. Any vacancy in any office may be filled by the Board of Directors.

**E. Responsibilities and Duties:** The officers of this Corporation shall have the following responsibilities and duties:

1. **Chairman of the Board:** The Chairman of the Board of Directors shall be the Chief Executive officer of the Corporation. His or her responsibilities shall be convening all meetings of the Board, conducting all meetings, coordinating actions of the Board between meetings, coordinating Board/Administrator communication, signing all contracts and commitments of the Corporation except those designated to others by the Board and perform such other duties as may be prescribed by the Board of Directors.
2. **Vice Chairman of the Board:** The Vice Chairman shall act in the place and stead of the Chairman in the event of his or her absence, death, inability or refusal to

serve or act, and so perform the duties of the Chairman and have all the powers of and be subject to all the restrictions upon the Chairman and perform such other duties as may be prescribed by the Board of Directors or the Chairman.

3. **Secretary:** The Secretary shall have custody of, and maintain, all of the corporate records except the financial records; shall record the minutes of all meetings of the Members and Board of Directors, send all notices of all meetings and perform such other duties as may be prescribed by the Board of Directors or the Chairman.

4. **Treasurer:** The Treasurer shall have custody of all corporate funds and financial records, shall keep full and accurate accounts of receipts and disbursements and render accounts thereof at the annual meetings of the Members and whenever else required by the Board of Directors or the Chairman, and shall perform such other duties as any be prescribed by the Board of Directors or the Chairman.

5. **Assistants:** Assistant Secretaries, Recording Secretaries and Assistant Treasurers may be appointed by the Board as it from time to time deems necessary. These appointments need not be Board members.

## **ARTICLE VIII - AMENDMENTS**

These By-Laws may be altered, amended or replaced by two-thirds majority of the votes of the membership cast. All amendments shall be proposed by the Board of Directors. Suggested amendments shall be submitted to the Board thirty days in advance of voting on any proposed amendment to be submitted to the Membership.

## **ARTICLE XII - DISSOLUTION**

Dissolution of the corporation shall be accomplished according to the Certification of Incorporation. So long as the United Methodist General Board of Global Ministries qualifies, all assets should be distributed to it to be used for the Volunteers in Mission program area.