

BY-LAWS OF THE NORTHERN VIRGINIA UNITED METHODIST BOARD OF MISSIONS

Adopted November 4, 1961

Revised October 28, 1975

Revised May 3, 1983

Revised September 2, 2003

Revised September 15, 2014

I. MEETINGS:

1. The annual meeting of the Corporation shall be held not earlier than September 1 and no later than November 30. Special meetings may be called by a majority of the Board of Directors or the President. A majority of those present shall rule.
2. Regular meetings of the Board of Directors shall be held during the months of January, and May. The President, with the concurrence of the Secretary, shall set the time and place of regular and called meetings of the Board of Directors and the Executive Committee.
3. ROBERT'S RULES OF ORDER, Revised Edition, shall govern the proceedings of all meetings of the corporation and its constituent parts unless contrary to the provisions of the Certificate of Incorporation or these By-Laws.

II. ELECTIONS:

1. Election of the Board of Directors of the corporation shall take place at the annual meeting of the members.
2. Officers shall be elected in the order set forth in Article III hereof.
3. Voting shall be by individuals in persona and no person shall cast more than one ballot. Proxies will not be recognized.
4. Any officer may, if elected, succeed himself or herself in office, except as hereinafter provided.
5. The Board of Directors may fill any vacancies in the Board of Directors occurring between annual meetings of the Board and shall elect annually such standing committees and assistant secretaries and treasurers as it may deem necessary.
6. All officers and all chairpersons and members of standing committees and divisions shall be elected upon nomination of a Nominations Committee composed of the officers listed in Article III, except as hereafter provided. The president of the Board shall be Chairman of the Nominations Committee. Additional nominations may be made from the floor.

III. OFFICERS:

1. The President --It shall be the responsibility of the President, who shall be a District Superintendent, to supervise the affairs of the corporation under the direction of the Board of Directors; to preside at all membership, Board of Directors, and Executive Committee meetings; and to be ex-officio a member of all committees and other delegations, whether temporary or permanent in character. A president may not succeed himself or herself immediately after having served two consecutive years.

2. Vice President - All district superintendents assigned to the area of operation of the Board and not holding office on the Board shall, subject to election as provided by the Certificate of Incorporation, be vice presidents of the Board. In the absence of either the president or any of the vice presidents, the Board of Directors or the Executive Committee may elect one of its members as temporary chairperson.

3. Secretary -- It shall be the responsibility of the Secretary to keep accurate and true minutes of all membership and Board of Directors meetings; to issue notices of all membership and Board of Directors meetings; to carry on all official correspondence as directed, and to serve as custodian of all official records, except those of the treasurer, and the corporate seal of the corporation under direction of the President and Board of Directors.

4. Treasurer -- It shall be the responsibility of the Treasurer to prepare annual reports of the finances of the corporation for presentation to the Board of Directors, the membership, and other organizations named by the President, and such other reports of finances to such bodies as he/she is called upon to make by the President; to keep accurate and complete records of all receipts and disbursements; to deposit the funds of the corporation in a bank or banks under the direction of the Board of Directors. All checks of the corporation shall be signed by the Treasurer or such other person or persons as the Board of Directors may from time to time designate, countersignatures being required where designated by resolution of the Board of Directors.

IV. GOVERNMENT:

1. Vacancies on the Board of Directors shall be filled by election of the remaining directors.

2. Any director who fails to attend three consecutive meetings of the Board of Directors without good cause shown to the Board, or whose attendance at the meetings or manner of fulfilling his or her duties are such as to indicate lack of interest, shall be liable to expulsion by vote of the directors.

3. In the performance of its responsibilities, the Board shall establish either by appointment, election, or confirmation, such divisions, committees and task forces as it may deem advisable, including, but not limited to the following:

a. *A Committee on Finance*

b. *A Committee on New Faith Communities*

c. *A Committee on Volunteers In Mission*

The Board of Directors shall assign to the respective divisions and committees such responsibilities as it may from time to time deem appropriate. Such divisions and committees shall have no authority to bind or obligate the Northern Virginia United Methodist Board of Missions to any expense or to concur in any action contrary to the expressed policy of the corporation.

4. The lay representatives referred to in Article IV of the Certificate of Incorporation of this corporation shall include affiliated bodies as the Board may determine, and shall be appointed by the President upon nomination of the District Superintendent in whose district the respective churches lie.

V. AMENDMENT:

1. These by-laws may be amended by a majority vote of the Board of Directors present at any meeting of the directors. Certification by the Secretary that he/she has mailed notice of any proposed change or changes in the By-Laws ten (10) days in advance of the Board meeting at which the vote is taken shall be sufficient proof thereof.