Adopted 4-17-12
Amended 6-23-13
Amended 6-1-14

Bylaws of the
Management Board of Foundry United Methodist Church

Article I
Mission

To ensure fulfillment of Foundry's statement of call: *We at Foundry are called by God to deepen faith through transcendent worship and challenging study, create engaged community through inclusion and caring, and transform the world through active service and prophetic leadership.*

Article II
Board Responsibilities

The Management Board, "the Board", assumes all responsibilities of the administrative roles/groupings defined in the *United Methodist Book of Discipline*, in addition to the duties specifically mentioned below, including:

- Articulate goals and vision for fulfilling Foundry's statement of call.
- Approve the appointment of the Senior Pastor pursuant to the Book of Discipline.
- Support and evaluate the Senior Pastor.
- Support the work of the ordained clergy and staff
- Ensure effective planning to accomplish and implement the goals.
- Monitor programs and services and identify opportunities to improve or strengthen the goals.
- Ensure adequate financial resources.
- Protect assets and provide proper financial oversight including approval of the Annual Budget and ensure implementation of effective financial controls.
- Approve all land acquisitions, facility construction and significant legal obligations, with the signature of the District Superintendent and appropriate United Methodist Conference bodies.
- Create a task force consisting of a sub-group of the board and/or other church members when a special need arises.
- Ensure legal and ethical integrity of Foundry United Methodist Church, including compliance with the Book of Discipline's requirements with respect to
    - Church Council duties ¶252
    - Charge Conference duties ¶246-247;
    - Lay Leader duties ¶251;
    - Staff Parish Relations Committee ¶258.2,
    - Trustees ¶258.3,
    - Nominations and Leadership Development ¶258.1,
    - Finance ¶258.4,
- Actively pursue learning opportunities relating to large church structure and development.
- Build and maintain a competent Board by recruitment and orientation of new members, and annual self-evaluation of board performance through a report to the congregation.
- Appoint Foundry's lay delegation to the Baltimore Washington Annual Conference.

Article III
Board Members

Section 1. Board Member Traits

- Compassion (love for Jesus, Jesus' people, and Jesus' mission).
- Competent (skills consistent with human resources, operations and stewardship).
- Creative (ability to look at the total of God's resources and bring the best into the church).
- Demonstrated financial commitment to Foundry United Methodist Church.
- Demonstrated commitment to serving in an area of ministry or mission.
- Availability to devote at least 15 hours per month, plus one annual retreat to Board business.

Section 2. Skills of the Board Members

Some Board Members should have expertise in one or more of these areas:

- Human Resource Development: Personnel management, hiring, training, salary structure.
- Operations Development: Facility/site development, legal counsel, communication.
- Stewardship Development: Internal and external funding, budgets, congregational stewardship.

Section 3. Conducting Business of the Board.

The Management Board consists of not less than nine and not more than thirteen lay members of Foundry United Methodist Church. The Board shall have fiduciary control and management of Foundry United Methodist Church. All members serve a three-year term. The Board members shall be elected by a Church Conference, convened in accordance with the Book of Discipline. (*See* Section 4, below.) The Board may select full members of Foundry United Methodist Church to temporarily fill vacated seats until there is a Church Conference vote to elect a member to fill the remainder of the term. The temporary appointment shall in no case be for more than one year.

Board members are eligible to serve up to two consecutive three-year terms. Terms of incoming Board members begin, and terms of outgoing Board members expire, at the beginning of the first meeting of the Board year (July-July) and in no case later than 11:59 pm of July 31 of that year. The terms of the initial Board shall be staggered so that one-third of the terms end in one year, one-third end in two years and one-third end in three years. The Board shall choose one of their members as the President to lead the Board. The Board shall choose members to serve as Vice President, Secretary and Treasurer. A Board member may be removed upon 2/3 vote of the Board members when sufficient cause exists for such removal. A Board member may resign by submitting such resignation in writing to the Secretary.

The Senior Pastor is appointed by the Bishop, pursuant to the United Methodist Church Book of Discipline appointment procedures. The Senior Pastor is accountable to the Board for the management of Foundry's programs and operations including supervision of staff. The

Senior Pastor and the Board, upon mutual consent, may designate a Chief of Staff to attend Board meetings, report to the Board at regular intervals, answer Board questions, supervise staff, and carry out duties as necessary to oversee the day-to-day management of the church. The Chief of Staff may be, but is not required to be, clergy appointed pursuant to the United Methodist Church Book of Discipline appointment procedures.

The Board shall act in the name of Foundry United Methodist Church only when the Board shall be regularly convened by its President after due notice to the Board members of such meeting. Regular meetings of the Board shall be held at such time and place as may from time to time be fixed by resolution of the Board or as may be specified in the notice of the meeting. Special meetings may be held upon the call of the President or by one-third of the members, by oral, written or electronic notice duly communicated to each Member not less than two days before such meeting. Meetings may be held without two days notice if all the Members are present or, if before or after the meeting, those not present waive notice of the meeting in writing. Each member of the Board shall have one vote and such voting may not be done by proxy. A majority of the members shall constitute a quorum at all meetings; if there be no such quorum, a majority of those members present may adjourn the meeting to a specified date and time.

The President shall preside at meetings of the Board. In the absence of the President, the Vice President shall preside; in the absence of both, the members shall choose a Chair of the meeting. The Secretary shall serve at every meeting to perform the duties set forth in Article V§2(c); or, in the Secretary's absence, any person present may be chosen to act as secretary of the meeting. The order of business at regular meetings of the Board shall include at a minimum approval of minutes and a Treasurer's report. Meetings of the Board shall be open and welcoming to all members of the Foundry congregation, except when "closed session" is deemed necessary by two-thirds vote of the members of the Board due to the discussion of personnel issues or other sensitive topics.

Any action permitted or required to be taken at a meeting of the Board may be taken without a meeting, provided written consent, setting forth that said action is signed by a majority of Board members. For these purposes, a facsimile, email message or equivalent electronic communication shall be treated as a Board member's signature. Any Board actions taken between normally scheduled Board meetings must be announced and ratified by a majority vote at the next public meeting of the Board.

Members of the Board may participate in a meeting by means of video teleconference or teleconference if all persons participating in the meeting can hear each other at the same time. Participation in a meeting by such means shall constitute presence in person at the meeting for purposes of establishing a quorum.

Section 4. Annual Church Conference. At least once every calendar year the Board shall convene a Church Conference. The purpose of the Church Conference shall be to elect new Board members, present an annual report from the Board to the congregation, amend the bylaws as appropriate, and transact such other business that is properly before the Church Conference. This Church Conference shall be held on such date as agreed upon by the Board members and approved by the District Superintendent. Notice of the date of the Church Conference shall be given at least thirty (30) days in advance to both the Board members and the congregation of Foundry United Methodist Church. Such notice shall take the form required by the United Methodist Church Book of Discipline for a Church Conference.

Article IV
Officers

Section 1. Officers. The Board shall elect a president, vice president, a secretary, a treasurer, and may appoint such assistant secretaries, assistant treasurers, and other officers as needed. Two offices may not be held by the same Board member. All officers shall be elected from the members of the Board. The term of office for all officers shall be from the July Board meeting when they are elected to the following July Board meeting (the "Board year"). Officers of the Board shall remain in office until their successors are chosen at the first Board meeting in July of the following year.

Officers are eligible for re-election for consecutive terms. An officer may be removed from office by the affirmative vote of two thirds of the Board members.

Section 2. Duties of Officers. The officers shall each have such powers and duties as generally pertain to their respective offices. Among these duties shall be the following:

(a) **President**. The President shall regularly convene and preside at scheduled Board meetings. The President shall give active direction and exercise oversight pertaining to all affairs of the Foundry United Methodist Church. He or she may sign contracts or other instruments as authorized by the Board, and shall perform all duties incident to the office of President as may be prescribed by the Board. The President shall be an ex-officio member of all committees.

(b) **Vice-President**. The Vice President shall, at the request of the President, or through disability of the president, perform the duties of the President. The Vice President shall assist the President in fulfilling his or her responsibility. The Vice President may sign contracts or other instruments, which the Board has authorized to be executed, and shall perform all duties incident to the office of Vice President as may be prescribed by the Board. The Vice President shall also act as the conduit of information from committee chairs if they are unable to attend any Board meeting.

(c) **Secretary**. The Secretary shall keep a record of all meetings of the Board. The Secretary shall bring to the Board for a vote the calendar of regularly scheduled Board meetings for at least the next six months. The Secretary shall provide notice of regularly scheduled and special meetings to the Board in the manner and at the time required by the bylaws.

(d) **Treasurer**. The Treasurer shall be responsible for and oversee all financial matters of Foundry. The Treasurer shall work with the Senior Pastor or Chief of Staff to ensure that all staff members:

- properly receive and give receipts for moneys due and payable to Foundry and
- deposit all such moneys in the name of Foundry in appropriate banks.

The Treasurer shall, in general, perform all of the duties incident to the office of Treasurer and other duties as from time to time may be assigned to him or her by the Board. The Treasurer is hereby authorized to sign all documents necessary to perform and complete his or her necessary duties. The books and accounts of Foundry shall always be open for inspection by the Board or its auditors.

Article V
Committees of the Board

Section 1. Standing Committees. The delegation of authority to such committees shall not operate to relieve the Board, or any individual Board member, of any responsibility imposed upon the Board. There shall be six Standing Committees each chaired by a Board member. Each Standing Committee shall be presided over by a Board member designated by the bylaws, or by majority vote of the Board members ("Presiding Officer"). Persons who are not Board members may serve on the Standing Committees.

Executive Committee. The purpose of the Executive Committee is to exercise powers of the Board which arise between regularly scheduled Board meetings or when it is not practical or feasible for the Board to meet. The Executive Committee shall consist of the President, Vice-President, Treasurer, Secretary and immediate past President, if such past President is still serving as a Board member. A majority of the Committee shall constitute a quorum. The Executive Committee shall meet at such times and places and by such means as the President shall determine. The Executive Committee shall report regularly about its activities to the Board. The Executive Committee shall undertake such other tasks as the Committee members shall designate that support the purpose of the Committee. Decisions of the Executive Committee shall be reviewed at the next regularly scheduled Board meeting.

Finance Committee. The Treasurer is chair of the Finance Committee. The purpose of the Finance Committee is to oversee Foundry's financial performance and establish financial management practices as needed. The Finance Committee Members shall make recommendations to the Board to ensure the following duties are fulfilled:

- establish the annual general budget at least one month prior to the end of each fiscal year;
- apportion salary and compensation of Senior Pastor and other appointed clergy;
- ensure that financial reports for the preceding month are created per the agreed schedule;
- on a monthly basis, review the Foundry's financial reports, make recommendations, and prepare and present a financial summary report at each Board meeting;
- direct Foundry staff and bookkeeping firm to make changes in data reporting as needed;
- establish boundaries for spending outside of the General Budget, including at least the following:
    - Requisite approval by the Board for Capital expenditures beyond the operating budget;
    - Requisite approval by a Charge Conference on the recommendation of the Board for property purchases and/or expenditures exceeding 10% of total property value;
    - Requisite approval of the Board for reserves to be used;
- ensure, in conjunction with the Facilities and Operations Committee, that all trust funds of the congregation are invested properly;
- assure financial procedures are up to date in place; and
- such other tasks as the Committee Members shall designate that support the purpose of the Committee and the Board.

Audit Committee. The purpose of the Audit Committee is to oversee Foundry's audit processes and ensure that recommendations from Foundry's audits are addressed and implemented. The Audit Committee members shall make recommendations to the Board to ensure fulfillment of the following Board duties:

- Ensure an annual audit is conducted by certified public accountants, review audit recommendations and implement or champion the audit recommendations; and
- such other tasks as the Committee Members shall designate that support the purpose of the Committee and the Board.

Personnel Committee. The purpose of the Personnel Committee is to oversee Foundry's human resources. The Personnel Committee members shall make recommendations to the Board to ensure fulfillment of the following Board duties:

- review appointment of Senior Pastor and other appointed clergy, as necessary;
- conduct an annual evaluation of Senior Pastor;
- ensure Senior Pastor or other supervisor conducts annual review of other paid staff;
- establish and ensure compliance with Staff Guidelines and Employee
- Handbook;
- such other tasks as the Committee Members shall designate that support the purpose of the Committee and the Board.

Facilities and Operations Committee. The purpose of the Facilities and Operations Committee is to oversee Foundry's building, grounds, and other infrastructure. The Facilities and Operations Committee shall make recommendations to the Board to ensure fulfillment of the following Board duties:

- oversee, maintain and supervise all Foundry property;
- oversee the purchase or acquisition of future properties of Foundry;
- approve and recommend to a charge conference any capital improvements that are beyond 10% of total property assets;
- report annually to the Board on the state of the church's property, equipment, investments and resources;
- receive and administer all memorial gifts made to the congregation;
- ensure responsible use of all buildings and grounds;
- and such other tasks as the Committee Members shall designate that support the purpose of the Committee and the Board

Governance Committee. The purpose of the Governance Committee is to provide policy guidance, to recommend revisions and changes in governing authority as needed and to nominate new Board member candidates. The Members of the Governance Committee shall make recommendations to the Board to ensure fulfillment of the following Board duties:

- review existing Bylaws and Articles of Incorporation annually for legal correctness under current law and recommend changes as needed for Board approval;
- ensure Child Protection Policy is in place;
- advise Board President on ways to enhance and implement Board member effectiveness;

- review with individual Board members their continuing interest, term of service, participation, attendance, and adherence to legal norms;
- determine which skills are needed by Board members to meet Foundry's goals, and assess which of these are represented or underrepresented by current Board members;
- screen and nominate Board member candidates representative of Foundry's diverse population who possess these additional needed skills;
- design and implement an orientation program for new Board members; and
- such other tasks as the Committee Members shall designate that support the purpose of the Committee and the Board.

Section 2. Other Committees and Functions. By resolution adopted by a majority of directors present at a meeting, the Board may designate Board members or Non-Board members to preside over other Committees and functions. The Board member or Non- Board member chosen by the Board to preside over the other committee or function ("Presiding Officer") shall appoint additional members of the other committees and functions as needed. Whenever the best interests of Foundry shall be served, the Presiding Officer may remove a member from a committee. Non-Board members may serve on such other committees as full committee members including the right to vote and to act as Presiding Officer. Other committees and functions may meet as needed at the direction and discretion of the Presiding Officer.

Section 3. Conducting Business of Committees and Other Functions. Members of standing committees, other committees, or functions shall serve for terms of one year regardless of whether they are Board members or Non-Board members. These bylaws place no limit on the number of one year terms that may be served on Committees or Functions. The Presiding Officer shall serve as the chair of the committee. Vacancies in the membership of any committee may be filled by designation by the Presiding Officer. The majority of the members of a committee shall constitute a quorum. Each committee may adopt rules for its own government that do not conflict with these bylaws or with the rules adopted by the Board.

Article VI
Indemnification

Nothing herein shall be deemed to charge any Board member or officer with any personal financial liability for such acts done on behalf of Foundry United Methodist Church. Foundry United Methodist Church shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, Board member, or employee of the organization against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of Foundry United Methodist Church; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of Board members who are not at

that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

Article VII
Amending the Bylaws

These bylaws may be amended by majority vote of a Church Conference, provided that a notice of at least thirty (30) days was given prior to the date of the Church Conference announcing the nature of the amendment. These bylaws were adopted at a Church Conference dated April 17, 2012 and amended at Church Conferences on June 23, 2013 and June 1, 2014.

Adopted 4-17-12
Amended 6-23-13
Amended 6-1-14

Secretary's Certificate of Amendment of Bylaws

of

Foundry United Methodist Church

The undersigned does hereby certify:

1 I am the duly elected and acting Secretary of the management Board of Foundry United Methodist Church, a religious organization in Washington, D.C.
2 The foregoing Bylaws, consisting of eight (8) pages constitute the Bylaws of Foundry United Methodist church as adopted by the Church Conference on June 24, 2012, as amended at the Church Conference on June 23, 2013, and as amended at the Church Conference on June 1, 2014.

IN WITNESS THEREOF, I hereunto subscribe my name effective this 24th day of June, 2014.

/s/ Jill M. Barker
Jill M. Barker