

GLOBAL EPISCOPAL MISSION NETWORK, INC

BY-LAWS

AS AMENDED BY THE GEMN ANNUAL MEETING, 4 MAY 2023

EFFECTIVE AS OF 4 May 2023

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ARTICLE 1 – NAME, PURPOSE, POLICIES AND LIMITATIONS

SECTION 1. NAME

The name of this organization is Global Episcopal Mission Network, Inc. (“GEMN” or “Corporation”).

SECTION 2. PURPOSE

As a network of Episcopalians and Episcopal organizations, the purpose of GEMN is to gather, inspire and equip people to participate in God’s global mission. Its core values are humility, inclusion and companionship.¹

SECTION 3. POLICIES

The Board of Directors of GEMN (“Board”), the composition of which is described in Article IV Section 2 of these Bylaws, may adopt policies consistent with these Bylaws, which policies shall be binding on GEMN and its members.

SECTION 4. ACTIVITIES NOT PERMITTED

Notwithstanding any other provisions of these bylaws, no member, director, officer, employee or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an:

- A. organization exempt under Section 501(c)(3) of the Internal Revenue Code or its Regulations as they now exist or as they may be amended; or
- B. by an organization, contributions to which are deductible under Sections 170(c)(2) of the Internal Revenue Code or its Regulations as they now exist or as they may be amended.

SECTION 5. FISCAL YEAR

GEMN’s fiscal year is January 1st through December 31st, inclusive, unless otherwise defined by the Board.

ARTICLE II – MEMBERSHIP

SECTION 1. CATEGORIES OF MEMBERSHIP

A. DIOCESAN

Any Diocese of the Episcopal Church may become a Member Diocese of GEMN. Each Member Diocese may designate up to two Representatives.

B. CONGREGATIONAL

Any Parish, Mission Congregation, or Cathedral of the Episcopal Church may become a Member Congregation of GEMN. Each Member Congregation may designate up to two Representatives.

C. INDIVIDUAL

Any Episcopalian who is affiliated with a mission organization or with a parish and diocese of the Episcopal Church may become an Individual Member of GEMN.

¹ This updated statement of purpose and core values was developed by the Board of Directors in 2021.

D. ORGANIZATIONAL

Any mission-related organization that identifies as Episcopal; any agency of the Domestic and Foreign Missionary Society of the Episcopal Church (DFMS), including DFMS itself; and any Episcopal religious order may become a Member Organization of GEMN.² Each Member Organization may designate up to two Representatives.

E. SEMINARY

Any Seminary of the Episcopal Church may become a Member Seminary of GEMN. Each Member Seminary may designate up to two Representatives.

SECTION 2. ANNUAL DUES

Annual Dues shall be established by the policies of the GEMN Board. Membership is for the calendar year. Dues received after September 1 will be credited for the following calendar year.

ARTICLE III – MEETINGS OF MEMBERSHIP

SECTION 1. ANNUAL MEETING

- A. There shall be an Annual Meeting held each calendar year, the specific time and place as determined by the Board, unless the Board cancels it for unusual circumstances.³ Ordinarily, the Annual Meeting shall take place in conjunction with the annual Global Mission Conference organized by GEMN.
- B. The President and the Executive Director shall present a report to the Annual Meeting on all activities of GEMN. The Treasurer shall present a full financial report.
- C. Ordinarily, the Annual Meeting shall take place in person. However, the Board has authority to hold the Annual Meeting electronically if circumstances warrant.⁴

SECTION 2. BOARD ELECTIONS

The Nominating Committee of the Board shall present a slate of nominees to the Annual Meeting. Additional nominees may be added by any three board members or member representatives. Uncontested elections may be held by voice vote or a show of hands. Contested elections shall be held by secret ballot.⁵

² Inclusion of religious orders is new. Some religious orders have participated in GEMN.

³ The exception for unusual circumstances is new. For instance, in the first months of the Covid-19 pandemic the Annual Meeting was not held in 2020.

⁴ This language regarding in-person and electronic formats is new. For instance, in 2021 and 2022 the Annual Meeting was held online rather than in person because of the Covid pandemic.

⁵ This conventional language regarding voice vote, show of hand and secret ballot is new.

SECTION 3. NOTICE OF MEETINGS

Notice of the Annual Meeting of the membership shall be made in conjunction with the information concerning the annual Global Mission Conference, and not less than 30 days before the Annual Meeting. Ordinarily, notice shall be given via email and the GEMN website.⁶

SECTION 4. QUORUM AND VOTING

- A. One-third of the members present at the annual conference of GEMN shall constitute a quorum necessary for the transaction of business at the Annual Meeting.
- B. Each member attending the Annual Meeting is entitled to voice and one vote.
- C. Voting by proxy is not permitted.
- D. Special Meetings of the members entitled to vote may be called at any time by the President, a majority vote of the Board, or upon the written request of at least ten percent (10%) percent of the members entitled to vote. No business shall be conducted at a Special Meeting that is not included in the issued notice. Calls for Special Meetings shall be submitted to the Executive Director of the Corporation.⁷

ARTICLE IV – BOARD OF DIRECTORS

SECTION 1. MANAGEMENT OF THE CORPORATION

The affairs and business of GEMN shall be managed by its Board of Directors. The overall direction, policies and programs of the organization shall be the responsibility of the Board. The Board may delegate responsibility for specific tasks to staff, committees, contractors, and qualified volunteers. Board members shall be responsible for attending Board meetings and assisting with the activities and programs of GEMN.

SECTION 2. BOARD COMPOSITION AND TERMS

- A. The Board shall consist of twelve Directors. Each director shall be a voting member of the organization.
- B. Directors shall be elected to a three-year term and shall not exceed two full consecutive terms. Directors shall be elected at the Annual Meeting.
- C. Former directors may be reelected to the Board after the passage of one year following the two consecutive terms.
- D. Each year the class elected on the Board shall be comprised of four directors.

⁶ Previous versions of the Bylaws included complicated provisions related to the delivery of paper mail, which is now obsolete. In GEMN's current practice, virtually all written communication takes place via email and the GEMN website.

⁷ Section D regarding Special Meetings is new.

SECTION 3. REMOVAL

Any director may be removed by the affirmative vote of the majority of the Board, provided that discussion takes place with the member concerning the reasons for removal. A Board member's absence without notice at three meetings shall prompt discussion of a Board member's continuing membership on the Board.⁸

SECTION 4. VACANCIES

If for any reason there is a vacancy among the directors, the vacancy or vacancies so created may be filled by vote of the Board. The director or directors so elected shall hold office until the next Annual Meeting of the Corporation at which the election of directors is in the regular course of business and until the successor or successors have been elected.

SECTION 5. BOARD MEETINGS

A. REGULAR MEETINGS

The Board shall meet regularly on a schedule it decides. The Board may meet monthly, bimonthly or quarterly.⁹

B. OTHER MEETINGS OF THE BOARD

Other Board meetings may be called by the President in consultation with the Board or by any three Directors, with at least a week's notice.

C. ELECTRONIC AND IN-PERSON MEETINGS

The Board may meet in person and electronically. In-person meetings shall be scheduled at least six weeks in advance at a time and place agreed by the Board. The Board may meet electronically by means that allow participants in the meeting to hear each other at the same time. Participation by such means shall constitute presence for purposes of establishing quorum.¹⁰

D. QUORUM AND VOTING

A majority of the Board constitutes a quorum. If a quorum is present, action may be taken at any meeting of the Board by a majority vote of Board members present, but not less than four directors. Voting by proxy is not allowed.

SECTION 6. CONFLICT OF INTEREST

Any contract or other transaction between this corporation and one or more of its directors or officers, or between this corporation and any other corporation, firm, association or other entity in which one or more directors or officers are directors or officers, or have a substantial financial interest, and which provides for an expenditure of \$1,000 or an amount in excess thereof, shall be voidable by the corporation unless approved by resolution of the Board, such interested director not voting or being

⁸ In previous versions, removal was by an annual or special meeting of all GEMN members, which is impractical. Provision for discussion with the concerned Board member is new, as is the provision for three absences prompting discussion of continuing Board membership.

⁹ Currently the Board meets electronically on a monthly basis, but that is not mandatory.

¹⁰ Previous versions required the Board to meet in person twice a year. While in-person meetings are desirable, that requirement has now been removed.

counted to constitute a quorum for any meeting where such contract is presented for approval. No such contract shall be entered into if it would result in the denial of tax exemption under §503 or §507 of the Internal Revenue Code and its Regulations as they now exist or as they may be amended. In no event, however, shall any person or other entity dealing with the corporation be obligated to inquire into the authority of the trustees and officers to enter into and consummate any contract, transaction or other action.

SECTION 7. COMPENSATION

No Board member of this corporation shall receive any compensation for Board services. Reasonable out-of-pocket expenses, approved in principle in advance by the Board, may be payable to any person incurring such expenses in the performance of official duties on behalf of the corporation.

SECTION 8. INVESTMENTS

Subject to the limitations and conditions contained in any gift, devise or bequest, the Board of the Corporation may invest its funds in such securities, investments, or other property, real and personal, located within or without the State of New York, as it in its sole discretion shall deem advisable, without being restricted to those classes of securities which are lawful for the investment of trust funds under the laws of the State of New York.

ARTICLE V – OFFICERS

SECTION 1. OFFICER COMPOSITION AND TERMS

The officers of this corporation shall consist of a President, a Vice President, a Secretary, and a Treasurer. They shall be elected annually by the Board from its membership, except that the Treasurer need not be a Board member.¹¹ If the Treasurer is not a Board member, the Treasurer shall have voice but not vote.

SECTION 2. PRESIDENT

The President shall preside at all meetings of the Board and of the members. The President shall have general charge and supervision of the affairs of the corporation and shall sign all documents in the name of the corporation, when authorized to do so by the Board. The President shall be an ex-officio member of all committees, and shall perform all other duties incidental to the office.

SECTION 3. VICE PRESIDENT

The Vice President shall undertake all duties assigned to this office by the Board and shall, in the absence of the President, preside at meetings.

SECTION 4. TREASURER

- A. The Treasurer shall have the care and custody of all the funds and securities of the corporation and of all deeds, insurance policies and other valuable documents relating to its property, and in the name of the corporation in such depositories or through such agents as may be designated by the Board.

¹¹ Previous versions provided that the Secretary and Treasurer need not be Board members. This version restricts that possibility to the Treasurer.

- B. The Treasurer shall make no investments of funds without the express approval of the Board, and shall disburse no funds in excess of \$1,000, except on written order of the President or other duly authorized official. Together with such other officials as may be appointed by resolution of the Board for that purpose, the Treasurer shall have the authority to sign checks, drafts and notes for the payment of money, but shall deliver the same only with the approval of the Board or of a duly authorized official.
- C. The Treasurer shall render to the Board on a regular basis, and not less often than annually, a full statement of the financial affairs of the corporation. A full financial report shall be presented at the Annual Meeting.

SECTION 5. SECRETARY

The Secretary shall provide for minutes to be taken for all meetings of the members and of the Board of Directors.

SECTION 6. EXECUTIVE COMMITTEE

The Executive Committee shall consist of the President, the Vice President, the Treasurer and the Secretary. Ordinarily, the Executive Director shall participate in meetings of the Executive Committee. The Committee shall have all the powers of the full board except for the approval of major contractual commitment of expenditures in excess of \$2,500, the filling of vacancies on the Board of Directors, election of officers, amendments to the certificate of incorporation, approval of budgets and amendments thereof; all actions that, pursuant to the Not-for-Profit Corporation Law, or any other law, require the vote of more than a majority of the members of the Board of Directors, as well as any other matters that may be proscribed, from time to time, by the Board of Directors. All actions taken by the Executive Committee shall have the same force and effect as actions taken by the full Board, but such actions shall be subject to review by the full Board of Directors, which may amend, modify or revoke the Committee's determinations, except that, to the extent that the rights of third parties dealing in good faith with GEMN are involved, the Committee's determinations shall be final and binding. A quorum of the Executive Committee shall consist of three members, and a majority of those present have the power to act on all matters except as may be expressly forbidden by law or elsewhere in these bylaws.¹²

ARTICLE VI – COMMITTEES

The Board and/or the Executive Committee and/or the Board shall establish Committees as needed.¹³

ARTICLE VII – EXECUTIVE DIRECTOR AND STAFF

- A. The Board may engage the services of an Executive Director. Day-to-day responsibilities include implementation of the priorities and initiatives of the Board, attending Board and Executive Committee meetings, and execution of documents, contracts, and activities as directed by the Board. The Executive Director reports to the Executive Committee.

¹² Previous versions provided for the Executive Committee, but this detailed description of its duties and limitations is new. This section also clarifies that the Executive Director ordinarily meets with the Executive Committee but is not a member of the Executive Committee.

¹³ While new, this section reflects current practice.

- B. The Board may engage the services of additional staff and may contract services to vendors.¹⁴

ARTICLE VIII – INDEMNIFICATION

SECTION 1. LEGAL FEES

If any director or officer of the corporation is made a party to any civil or criminal action or proceeding, any administrative proceeding or investigation of any proceeding under the canons of any diocese of the Episcopal Church, or is required by subpoena or otherwise to attend and give testimony in any such proceeding or investigation in any matter arising from the performance by such director or officer of duties for or on behalf of the corporation, then, to the full extent permitted by law, the corporation, upon affirmative vote of the Board, a quorum of directors being present at the time of the vote who are not parties to the action or proceeding, may:

- a) Advance to such director or officer all sums found by the Board, so voting, to be necessary and appropriate to enable the director or officer to conduct a defense, or appeal, or appear and give evidence, in the action or proceeding; and
- b) Indemnify such director or officer for all sums paid by the director or officer in the way of judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees actually and necessarily incurred, in connection with the action or proceeding, or appeal therein, subject to the proper application of credit of any sums advanced to the directors or officer pursuant to clause (a) of this Article VIII.

SECTION 2. INSURANCE

The Board may authorize the purchase of appropriate insurance indemnifying the corporation or any of its officers, directors, employees, agents or any other person acting on behalf of the corporation on account of any alleged wrongful act.

ARTICLE IX – SEAL

The corporate seal of the corporation shall be in the form impressed upon the margin opposite to this Article IX to wit: two concentric circles, the outer containing the name Global Episcopal Mission Network, Inc. and the inner the words and figures "Incorporated 1996, New York County N.Y." The Board may change the form of seal or the inscription thereon.

ARTICLE X – AMENDMENTS

The by-laws of the corporation may be amended, or new by-laws may be enacted, by majority vote of the members at the Annual Meeting, or any special meeting called for that purpose.

¹⁴ Section B is new. Currently, the Board engages the services of contractors to assist with aspects of the Global Mission Conference.