

**BY-LAWS FOR THE BOARD OF DIRECTORS OF THE
WESLEY FOUNDATION AT THE COLLEGE OF WILLIAM & MARY**

ARTICLE I. RESPONSIBILITIES OF THE BOARD OF DIRECTORS

- A. The Board shall establish the policy and be responsible for the direction and administration of the Wesley Foundation under the direction of and in accordance with the policies and standards established by the Board of Higher Education and Campus Ministries of the Virginia Annual Conference.
- B. The Board shall plan for adequate financial support for the administration of the program of the Wesley Foundation.
- C. The Board shall provide a budget for the administration of the Foundation's program after considering the budget recommended by the Finance Committee.
- D. The Board shall provide for an annual audit of the Wesley Foundation.
- E. The Board shall make provisions for adequate physical facilities after considering the recommendations of the Property Committee. The Board shall also approve permanent physical changes of the building.
- F. The Board shall annually evaluate the program and goals of the Wesley Foundation. It shall set goals, both short- and long-term, and approve any overall changes in the program with the cooperation of the Director.
- G. The Board shall, as appropriate, interpret the relationships between the College and the Wesley Foundation, and also the relationship of the Wesley Foundation to the churches in the local communities.
- H. The Board shall hold regular sessions and make such reports as required by the Board of Higher Education and Campus Ministries of the Virginia Annual Conference.
- I. The Board shall provide for orderly arrangement of business and systematic operation of the Foundation's programs by maintenance of a Constitution for the Foundation and By-laws for the Board's own governance.
- J. The Board shall provide for adequate staff to establish and supervise the program. This shall include the Director, the Administrative Assistant, and other staff as deemed necessary by the Board. The Board will nominate the Director in consultation with the Board of Higher Education and Campus Ministries and, in the case of United Methodist clergy, with the Bishop of the Richmond Area and his or her Cabinet.
- K. The Board shall be responsible for enlisting new members for the Wesley Foundation Board of Directors who can contribute to the life of the ministry. It shall also provide an

adequate orientation to the organization. Each new member will be required to review and sign a Board job description.

ARTICLE II – OFFICERS AND THEIR ELECTION

The officers of The Board of Directors shall be Chair, Vice-Chair, Secretary and Treasurer. The officers shall be elected annually at the May meeting of the Board.

- A. The Chair shall preside at all meetings of the Board of Directors, shall appoint all committees of the Board except as otherwise provided in the By-Laws, shall be Chair of the Executive Committee, and shall perform all the usual duties associated with the responsibilities of a chair.
- B. The Vice-Chair shall preside in the absence of the Chair and shall assume the responsibilities of the Chair when this officer is unable to perform the duties of the office. The Vice-Chair will also provide leadership and coordination for the evaluative duties of the executive committee, as well as training and development of Board members.
- C. The Secretary shall:
 - 1. Draft all minutes and other reports of the Board and the Executive Committee as directed and distribute such minutes and reports as appropriate;
 - 2. Work with the administrative staff to maintain Board records and files;
 - 3. Give due notice to all members of the Board of Directors of all meetings of the Board;
 - 4. Immediately upon receiving information of their election, notify all newly elected members of the Board of Directors of their election and furnish each with a copy of the Constitution and the By-Laws of this body; and
 - 5. Conduct correspondence as the Board of Directors may require from time to time.
- D. The Treasurer shall:
 - 1. Pay invoices in a timely manner (If able, discounts for prompt payment should be taken advantage of.);
 - 2. Make final payment on invoices after it is confirmed by the Director or the Property Committee Chair that the work has been completed in its entirety;
 - 3. Deposit receipts in a timely manner with sources noted to facilitate recording in the financial statements;
 - 4. Monitor investment accounts (e.g., money market, certificate of deposit); transfer excess operating funds to earn interest income at the direction of the Executive Committee of the Wesley Foundation Board of Directors;
 - 5. Implement investment strategy as directed by the Board;
 - 6. Prepare tax forms necessary at year's end for the provider of clerical or tax services;
 - 7. Present at the regular meetings of the Board of Directors an income/expense statement. A statement of the total receipts, disbursements, resources, and liabilities shall be made annually;
 - 8. Serve as an ex officio member of the Finance Committee; and
 - 9. Prepare and submit required financial reports to the Board of Higher Education and Campus Ministries and other Annual Conference bodies as required.

ARTICLE III – THE EXECUTIVE COMMITTEE

- A. The members of the Executive Committee shall be the elected officers of the Board, the chairs of the standing committees, the Director of the Wesley Foundation, and the presiding officer of the student council.
- B. The Executive Committee, under the direction of the Vice-Chair, shall evaluate the ministry according to the BHECM handbook.
- C. Under the direction of the Vice-Chair, the executive committee shall:
 - 1. Ensure a new Board member orientation is provided and Board members receive continuous training; in addition the Committee will ensure appropriate participation in BHECM-mandated training;
 - 2. In collaboration with the Director, participate in BHECM-mandated evaluative processes and procedures of the full ministry of the Foundation; the Committee will also ensure that staff and Board leadership participates in any ongoing assessments of those processes and procedures with the BHECM; and
 - 3. Conduct a Board self-evaluation including both survey-like and dialogue-based methods, results of which will be utilized for annual reporting and planning. This self-evaluation should meet any BHECM requirements and all evaluations shall include recommendations for support.
- D. The Executive Committee will review and approve the standing committee job descriptions on an annual basis.

ARTICLE IV – STANDING COMMITTEES AND THEIR RESPONSIBILITIES

- A. Finance Committee - The Finance Committee shall:
 - 1. Propose an annual budget for Board approval;
 - 2. Arrange for an annual audit of financial records and report to the Board; and
 - 3. Advise the Executive Committee regarding the provisions of the governing documents of the Foundation's endowment funds.
- B. Hospitality Committee - The Hospitality Committee shall ensure and coordinate hospitality and support for student-led events and other Foundation events, as appropriate.
- C. Missions Committee - The Missions Committee shall:
 - 1. In conjunction with the Director and student council, support any Wesley missions as the Board may deem appropriate and
 - 2. Organize funding for Wesley missions.
- D. Nominations Committee - The Nominations Committee shall:
 - 1. Annually recommend new Board members for election at the March meeting of the Board;
 - 2. Annually prepare a slate of officers, including standing committee chairs, for election at the May meeting of the Board; and
 - 3. Nominate for election by the Board replacements for any vacancy occurring in Board offices during the year.

- E. Outreach and Development Committee – The Outreach and Development Committee shall:
1. Develop and implement a program and strategies to generate private giving and other forms of financial support from district churches, church related organizations, college organizations, community organizations, and general fundraisers to support the Foundation and
 2. Formulate and implement a comprehensive program designed to interpret campus ministry and its needs to local churches, pastors, alumni, and other constituencies; this would include preparing the Board and students for this task.
- F. Personnel Committee - The Personnel Committee shall:
1. Identify and recommend to the Board the staff positions needed;
 2. Develop and recommend personnel policies, employee benefits, and working conditions;
 3. Develop and recommend job descriptions and duties for each staff position;
 4. Design and recommend procedures for filling staff vacancies;
 5. Evaluate the Director, using procedures prescribed by the BHECM;
 6. Evaluate performance of staff employees annually and advise the Board of findings;
 7. Remain available to the Director and staff for guidance and support;
 8. Assist the Director in planning for his/her continuing education; and
 9. Make recommendation to the Board for the continued employment of Foundation staff.
- G. Property Committee - The Property Committee shall:
1. Be responsible for routine building maintenance and the repair or replacement of equipment;
 2. Recommend to the Board guidelines and rules for building use;
 3. Support the Conference Board of Property Managers through participation and any other practical means; and
 4. Annually recommend to the Finance Committee rental fees and charges for building use for Board approval.
 5. The Property Committee Chair will also chair a local property management committee composed of three or more persons experienced in property management. Membership will be recommended by the Property Committee Chair and approved by the Executive Committee. The members of this group need not be members of the Board. This group will:
 - a. Annually review local property needs, estimate maintenance costs, and develop plans for implementing repairs and upkeep on local property subject to approval of the Board;
 - b. Compile survey report on condition of property and facilities and submit to the Board and Conference Board of Property Managers; and
 - c. Make budget requests for funds needed.

ARTICLE IV AMENDMENTS, REVISIONS, AND ADOPTION

Amendments to the By-laws may be proposed by any Board committee, including the Executive Committee. They shall be submitted in writing to the members of the Board at least ten (10) days in advance of an announced Board Meeting. Amendments must be approved by two-thirds vote of the Board members present. The same amendments will then be passed to the Board of Higher Education and Campus Ministries of the Virginia Annual Conference for coordination and ratification. No by-laws shall be adopted which are inconsistent with the most current *Book of Discipline* of the United Methodist Church, the laws of the Commonwealth of Virginia, or the laws of the United States of America.

Addenda:

1. IRS Letter dated Oct 16, 1974, Subject: Council on Finance and Administration of the United Methodist Church
2. UMC General Council on Finance and Administration (GCFA) letter dated Feb 2, 2011, Re: Certification of Inclusion in The United Methodist Church Group Tax Exemption Ruling Affiliated Organization: Wesley Foundation at The College of William and Mary

Adopted:

Amended

- March 18, 1995 Board Meeting
- September 18, 1999 Board Meeting
- May 2000 Board Meeting
- September 15, 2001 Board Meeting
- November 17, 2001 Board Meeting
- July 10, 2007 Board Meeting