

CONSTITUTION OF THE WESLEY FOUNDATION AT THE COLLEGE OF WILLIAM & MARY

ARTICLE I NAME

The organized educational ministry of the United Methodist Church at this university shall be known as the Wesley Foundation at the College of William & Mary.

ARTICLE II RELATIONSHIPS

- A. The Wesley Foundation is related administratively to the Board of Higher Education and Campus Ministries of the Virginia Annual Conference of the United Methodist Church.

- B. Said corporation, the Wesley Foundation at the College of William & Mary (hereafter referred to as Wesley Foundation or the Foundation), shall support the mission of and be related to all churches of the Virginia Annual Conference. A Wesley Foundation is an agency of connectional United Methodism so defined and thus understood. Keeping in mind its institutional integrity as a unit of higher education, the Wesley Foundation shall be related to local churches within the campus community. This makes possible a unified approach of United Methodism to the campus. The Wesley Foundation, with the churches' aid, shall minister to the William & Mary community. In addition, the Foundation will be associated with Campus Ministries United, a voluntary interfaith coalition of campus ministers representing campus religious groups at William & Mary. The Wesley Foundation's relationship to the College is in a functional and cooperative way only. Although the Wesley student fellowship is an approved student organization at William & Mary, the Wesley Foundation has no organizational or administrative relationship with the institution.

- C. The Wesley Foundation is organized exclusively for charitable, religious, educational, or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
 - 1. No part of the net earnings of the Wesley Foundation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Wesley Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes of the organization.
 - 2. No substantial part of the activities of the Wesley Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Wesley Foundation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
 - 3. Notwithstanding any other provision herein, the Wesley Foundation shall not, except to an insubstantial degree, engage in any activities or exercise any

powers that are not in furtherance of the purposes of this organization.

4. The following letters confirm the exempt status of the Wesley Foundation at the College of William & Mary:
 - IRS Letter dated Oct 16, 1974, Subject: Council on Finance and Administration of the United Methodist Church, and addendum to the By-Laws.
 - 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 & Mary, an addendum to the By-Laws.
5. In furtherance of its exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, the organization is organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of the Virginia Annual Conference of the United Methodist Church and is operated, supervised, or controlled by the Virginia Annual Conference.
6. At all times, at least sixty percent (60%) of the members of the organization's Board of Directors must be approved by the Virginia Annual Conference, an organization required to act in accordance with the *Book of Discipline* of the United Methodist Church. (See Article V, Section 1, B2)

D. Upon the dissolution of the Wesley Foundation, assets of the Wesley Foundation remaining after all liabilities and obligations of the organization have been paid, satisfied, and discharged, will be transferred, conveyed, and distributed to the Virginia Annual Conference of the United Methodist Church. If on the date of such proposed distribution, the Virginia Annual Conference of the United Methodist Church is no longer in existence or does not qualify for exempt status under §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, the assets of the organization shall be transferred, conveyed, and distributed to the United Methodist entity (the "Successor Organization") entitled under The Book of Discipline of The United Methodist Church, or by other General Conference, Jurisdictional Conference, Annual Conference, or District action, to receive the assets of the Virginia Annual Conference of the United Methodist Church upon its dissolution.

E. If pursuant to the preceding paragraph, the organization's assets are to be distributed to the Successor Organization, but on the date of the proposed distribution, the Successor Organization is no longer in existence or does not qualify for exempt status under §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, the assets of the organization shall be transferred, conveyed, and distributed to such other United Methodist related organization(s) as may be specified in, or provided for, under a Plan of Distribution adopted by this organization; provided, however, that in any event, each such distributee organization shall be exempt under the provisions of §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE III PURPOSE

The MISSION of campus ministry in the Virginia Conference is that of the United Methodist Church: “To make disciples of Jesus Christ for the transformation of the world.” The VISION of campus ministry in the Virginia Conference is: “Campus Ministry invites and equips students to explore, engage, and embody an active faith in God.”

The primary focus of the Wesley Foundation is the enrichment of the lives of college students and to foster an understanding of living a Christian life by providing programs of Christian witness within, and sometimes extending beyond, our university community. The Board of Higher Education and Campus Ministries of the Virginia Annual Conference provides the following guidance in informing ministries of the Foundation:

The Church is the Body of Christ with but one mission: to witness to the presence of Christ in the world. What distinguishes campus ministry is that it is called to witness to God’s graceful activity in the world of higher education. For this reason, campus ministry understands its role in the educational process as a partner that seeks to shape the quality of individual and community life and to foster a more just and humane society.

In addition to the mission and vision for campus ministry in the Virginia Conference, effective and faithful ministry in the world of higher education will require openness to a variety of forms and expressions which are shaped in part by the particular college or university setting, by the sense of identity of the local campus ministry unit, by available resources, and by the action of the Holy Spirit

We believe God creates a human family; every person is a recipient of God’s grace; and God intends for us to be a community that embodies love, reconciliation, and justice. Thus, we welcome people of all races, nationalities, sexual orientations, gender identities, faiths, and theological identities. Through following Jesus, we embrace God’s radical hospitality towards all. With Jesus as our model, we challenge one another to:

- seek, welcome, and accept everyone,
- question, grow, and be transformed in faith and love,
- share in the joy of fellowship
- worship God together,
- go forth in service and hope,
- cherish our diversity and our unity in Christ, and
- share our faith in God with others through our actions and words in every aspect of living.

ARTICLE IV MEMBERSHIP

Membership in the Wesley Foundation shall include all persons who participate in its programs. The student leadership of the Foundation shall be vested in a council, elected

by the students according to by-laws they themselves shall adopt and abide by. The by-laws adopted by the student council shall be subject to approval by the Foundation's Board of Directors.

ARTICLE V GOVERNMENT

Section 1. The governing administrative body for the Wesley Foundation shall be a Board of Directors, operating under such by-laws as they themselves shall adopt and abide by for the orderly transaction of the Foundation's business.

A. Purpose

The purpose of the Board of Directors is to implement and supervise the ministry of the Wesley Foundation. The Board shall provide for the development of an effective program of worship, study, pastoral care, fellowship, discipleship, and service. The Board shall also be responsible for the policies governing the ministry of the Wesley Foundation, for employment and supervision of staff, for the management of the financial affairs of the Foundation, and for the care and use for the United Methodist properties entrusted to the Foundation. The Board is accountable to the Virginia Annual Conference of the United Methodist Church through the Board of Higher Education and Campus Ministries and the District Superintendent of the Missions River District.

B. Membership

The membership of the Board of Directors should reflect the diverse constituencies within the Christian community who have a stake in the campus ministry. It shall be composed of members who have a serious interest in education and campus ministry, representatives of local churches that border the campus community, local clergy, ecumenical members, and student members. There shall be an effort made to include representatives on the Board from each of the United Methodist congregations in the Williamsburg area. Specifically, the membership of the Board shall consist of the following:

1. Number. The Board of Directors shall consist of no fewer than twenty (20) and no more than thirty (30) members, including five (5) students named by the student council.
2. Appointment. A person shall become a member of the Board of Directors only after (a) such person is nominated for membership by the Nominations Committee and (b) such nomination is approved by a majority of the then-serving Board of Directors. The name of each new appointed member is submitted annually to the Board of Higher Education and Campus Ministries of the Virginia Annual Conference for approval.
3. Terms and limits. The length of one term of membership, except for student members, shall be three (3) years. Board members may serve three (3) consecutive terms but shall not serve for more than nine (9) years out of any consecutive ten (10) year period. There is no limit to the number of terms that a member may serve on the Board; however, after serving for three (3)

consecutive terms, a three (3) year hiatus must take place before being reappointed. Student members are appointed for one (1) year terms.

4. Officer Terms and Limits. Officers and committee chairs will each have a three-year term. If mutually agreeable, an officer or a committee chair may be reelected to the same position for a second three-year term.
5. Student Members. The Chair or President of the student council will be an active participant in the Board of Directors. Each year, the student officers shall designate four (4) additional members to serve on the Board. They may be graduate students, sophomores, juniors, or seniors. If the President is unable to attend a meeting, another student officer will attend.
6. *Ex Officio* Members. Only the Wesley Foundation Director shall be considered an *ex officio* member of the Board of Directors. The Director is also an *ex officio* member of the Executive Committee and the Nominations Committee. An *ex officio* member of the Board has the same rights and privileges as all other members, including the right to vote.

C. Meeting Frequency

There shall be five (5) regular meetings of the full Board of Directors each year; generally, the second Saturday in September; the third Saturday in November, January, and March; and the first Saturday in May. A called meeting of the Board may be scheduled at the discretion of the Chair or at the discretion of the Vice-Chair or District Superintendent in absence of the Chair. The Executive Committee shall meet as needed on the months when the full Board of Directors does not meet at the discretion of the Chair. At least one week's notice shall be given for all meetings.

D. Quorum

Twelve (12) members for meeting of the full Board of Directors and seven (7) members for an Executive Committee meeting shall constitute a quorum. If a quorum is not met, no voting can proceed.

Section 2. The following shall be the officers and Executive Committee of the Board of Directors:

A. Executive Committee

The Executive Committee shall act on behalf of the Board of Directors between meetings and report all business to the Board. It shall be composed of the Board Chair, Vice-Chair, Secretary, Treasurer, the student council Chair or President, and the chairs of the standing committees. The Director is an *ex officio* member.

- B. The officers of the Board are Chair, Vice-Chair, Secretary, and Treasurer. Specific responsibilities are included in the By-Laws.

ARTICLE VI PROFESSIONAL STAFF

Director

The Director of the Wesley Foundation shall execute the policies adopted by the Board of Directors with reference to the administration of the Wesley Foundation. He or she shall also oversee the general ministries of the Foundation and advise the Board of Directors and committees in the execution of their functions in accordance with this Constitution.

Administrative Assistant

The Administrative Assistant of the Wesley Foundation will assist the Director and fulfill other specific duties detailed in the Assistant to the Director's Job Description.

ARTICLE VII AMENDMENTS AND REVISIONS

- A. Amendment Procedures: Amendments to the constitution shall be proposed by a legislative committee, with a minimum of three members, appointed by the Chair and approved by two-thirds vote of the Board of Directors present. Amendments shall be submitted in writing to the members of the Board at least ten (10) days in advance of an announced Board Meeting. 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.
- B. Anti-Amendment Clause: Any amendments to the following provisions shall require the approval of the Board of Higher Education and Campus Ministries of the Virginia Annual Conference: Article II – Relationships Paragraphs A and B (Primary Relationships), Paragraph C (Prohibitions and Limitation Clauses), Paragraphs D and E (Dissolution Clause) Article III – Purpose Clause Article VII – Amendments and Revisions (anti-Amendment Clause)
- C. No provisions 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.

Adopted by the Board of Directors on November 16, 2013. Amended and the Amendments adopted by the Board of Directors on April 1, 2023.