

THE BYLAWS OF THE WESLEYAN COVENANT ASSOCIATION

Bylaws Adopted: May 31, 2016
Bylaws Revised and adopted: March 20, 2017

Article I

Section 1. Introduction. These Bylaws constitute the regulations adopted by Wesleyan Covenant Association (the “WCA”).

Section 2. Powers. The WCA will have the purposes or powers as may be stated in its Certificate of Formation, and such powers as are now or may be granted hereafter by the Texas Business Organizations Code, Nonprofit Corporations Code Section 22.001 et. al (the “Act”), or any successor legislation.

Section 3. Purposes. The Wesleyan Covenant Association (“WCA”) is an association of congregations, clergy persons, and laity who desire to cooperate in the mission of the WCA to promote the ministry of the gospel from a Wesleyan theological perspective within The United Methodist Church and kindred bodies. The WCA is organized exclusively for religious purposes. The purposes for which the WCA is formed include, but are not limited to:

- A. To promote the worship of the Holy Trinity, to preach the pure Word of God, to uphold the rich tradition of sacramental practice, to maintain Christian fellowship, to foster the edification of believers, and to welcome and advance the work of the Kingdom of God on earth.
- B. To be obedient to our Lord Jesus Christ’s command to “Go and make disciples of all nations, baptizing them in the name of the Father, and of the Son, and of the Holy Spirit, and teaching them to obey everything I [Jesus] have commanded you” (Matthew 28:19-20).
- C. To support disciples of Jesus Christ by proclaiming the good news of salvation through faith in our Lord Jesus Christ, and by exemplifying Jesus’ command to love God and neighbor, by any suitable method or media, which includes but is not limited to the following:
 - 1. Connecting local churches who worship Jesus Christ, by using personal evangelism, television and radio, the Internet, conventions, preaching, teaching, missions and other Christian methods;
 - 2. Assisting and furthering the proclamation of Scriptural Christianity through printed and digital material, by providing speakers,

mentoring, or coaching, and by other instructional and educational programs which may be deemed necessary or convenient in effecting the above purposes; and

3. Establishing new programs of outreach and ministry, and the strengthening and partnering with existing programs and organizations that have a similar purpose and dedication to presenting Christ as Savior and Lord.
- D.** To explore and promote the full ministry of the good and life-giving Holy Spirit throughout the life and work of the church, not least in the entire sanctification of Christian disciples.
- E.** To guide the ministries of the WCA within the boundaries of the statement of faith, using accountability processes for congregations, clergy, and lay members as shall be promulgated by the WCA.
- F.** To engage in spiritual work and services based upon the authority of the Holy Bible.
- G.** Additional general purposes and powers are:
1. To solicit, collect, receive, acquire, hold and invest money and property, both real and personal, including money and property received by gift, contribution, bequest or devise; to sell and convert property, both real and personal, into cash, and to use the funds of the WCA and the proceeds, income, rents, issues, and projects derived from any property of the WCA for any of the purposes for which the WCA is formed;
 2. To purchase, acquire, own, hold, sell, assign, transfer, dispose of, mortgage, pledge, hypothecate, or encumber, shares, bonds, notes, debentures, or other securities or evidences of indebtedness of any person, firm, corporation, or association and, while the owner or holder of them, to exercise all rights, powers and privileges of ownership;
 3. To purchase or acquire, own, hold, use, lease (either as lessor or lessee), sell, exchange, assign, convey, dispose of, mortgage, hypothecate, or encumber real and personal property;
 4. To enter into, make, perform and carry out contracts of every kind for any lawful purpose without limit on amount, with any person, firm, association or corporation, municipality, county, parish, state, territory, government, or other municipal or governmental subdivision;

5. To borrow money, incur indebtedness, and to secure repayment by mortgage, pledge, deed of trust, or other hypothecation of property, both real and personal; and
 6. To do all things necessary, expedient, or appropriate to the accomplishment of any of the objects and purposes for which this corporation is formed.
- H.** Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of the WCA. No part of the net earnings of the WCA shall ever inure to or for the benefit of or be distributable to its members, Council members, officers, or other private persons, except that the WCA shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes for which it was formed.
- I.** Notwithstanding any other provisions of these Bylaws, the WCA shall not carry on any other activities not permitted to be carried on (a) by an association exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or any corresponding or successor provision of any United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or any corresponding or successor provision of any United States Internal Revenue Law).

Section 4. Statement on Biblical Authority. Given the current challenges directed to the unique place of the Bible in the church, we affirm that the core of the Christian faith is revealed in Scripture as “the faith that was once for all entrusted to the saints” (Jude 3; NRSV). We look to the Bible therefore as our authority and trustworthy guide, which “is useful for teaching, for reproof, for correction, and for training in righteousness” (2 Timothy 3:16; NRSV). Illuminated by tradition, reason, and experience, the revelation of Scripture is the church’s primary and final authority on all matters of faith and practice.

Section 5. Statement of Faith

- A. Doctrinal Standards.** We affirm classical Wesleyan doctrine and the historic faith, which the church has used to define the parameters of Christian teaching. Doctrine, properly understood, unifies the church and gives direction to its life. All congregational, clergy, and lay members of the WCA affirm the following Doctrinal Standards:
1. The Nicene Creed (AD 381)
 2. The Articles of Religion of the Methodist Church (AD 1808)

3. The Confession of Faith of the Evangelical United Brethren Church (AD 1963)
4. The Standard Sermons of John Wesley
5. *The Explanatory Notes Upon the New Testament* by John Wesley (1755)
6. The General Rules of The Methodist Church (1868)

Section 6. Statement of Moral Principles. Given our current time and context, we highlight and affirm the following moral principles, acknowledging that other moral principles merit our further attention.

- A. Statement on Gender Equality:** Scripture teaches that men and women are of equal value in the eyes of God. Accordingly, the church should treat women and men equally. We believe that both women and men are called to and gifted for ordained and licensed ministry, and both genders are able to hold any role of leadership within the WCA.
- B. Statement on Equality:** We believe that all persons are of sacred worth. Therefore, we gladly welcome all who seek to grow in their relationship with God to attend worship services and participate in the church's ministries. No person shall be disqualified from becoming a member of a local congregation, holding a leadership position in the church, or becoming an ordained or licensed clergy based on race, color, nationality, national origin, marital status, or economic condition. The WCA specifically renounces all racial and ethnic discrimination and commits itself to work toward full racial and ethnic equality in the church and in society.
- C. Statement on Marriage and Sexuality:** We believe marriage and sexual intimacy are good gifts from God. In keeping with Christian teaching through the ages and throughout the Church universal, we believe that marriage is the uniting of one man and one woman in a single, exclusive union. We believe that God intends faithfulness in marriage and celibacy in singleness.
- D. Statement on Human Dignity:** We believe that every person must be afforded compassion, love, kindness, respect, and dignity. Hateful and harassing behavior or attitudes directed toward any individual or group are to be repudiated and are not in accord with Scripture nor the doctrines of the WCA.

Article II Membership

Section 1. Membership. Membership in the WCA may be held and acquired by the following:

- A.** Congregations who subscribe to the statement of faith and moral principles, Sections 4, 5, and 6 of Article I, and are willing to cooperate in their ministry through the WCA;
- B.** Clergy persons who subscribe to the statement of faith and moral principles, Sections 4, 5, and 6 of Article I, and are willing to cooperate in their ministry through the WCA;
- C.** Laity who subscribe to the statement of faith and moral principles, Sections 4, 5, and 6 of Article I, who are believing and confessing Christians, who acknowledge and accept Jesus Christ as Lord and Savior, and who desire to preserve the unity of the Spirit in the bond of love;
- D.** All individual members shall have the responsibility of supporting the WCA through:
 - 1. Praying for the WCA, its ministries, and its members and leaders
 - 2. Advocating for the WCA in their local church
 - 3. Spreading the word about the WCA to neighboring congregations, clergy, and laity, encouraging their participation as appropriate
 - 4. Supporting the WCA financially through their member congregation or through individual contributions of at least the annual amount determined by the WCA Council

Section 2. Voting.

- A. Congregational Members.** All organized congregations that have joined the WCA hold voting membership in a regional chapter of the WCA and are entitled to at least one voting delegate to the meetings of the regional chapter of the WCA to which it relates, even if the congregation has no clergy members of the WCA. At the member meetings of the regional chapters of the WCA, lay delegates equal to the number of clergy WCA members serving that congregation shall represent each congregation. Where congregations have more than one clergy member of the WCA on staff, each shall be entitled to a vote, and the congregations shall be entitled to a corresponding lay delegate with vote.
- B. Clergy Members.** Clergy members, whether or not they are serving a WCA

member congregation or are retired, are entitled to vote at the meetings of the regional chapter to which they relate.

- C. Lay Members.** Lay members who are not delegates representing a congregational member are entitled to vote at the meetings of the regional chapter to which they relate.
- D. Equalization of Votes Between Clergy & Laity.** In preparation for each annual meeting of the membership of the WCA, the WCA Council shall ensure that a procedure exists to provide that the number of votes at such meeting eligible to be cast by clergy and laity are equal.

Section 3. Conditions of Membership. Conditions for acquiring and holding membership in the WCA are the following:

- A.** Agreement with and advocacy of the statement of faith and moral principles, Sections 4, 5, and 6 of Article I, and maintaining one's teaching and conduct within the boundaries established therein.
- B.** For clergy members, currently an ordained or licensed clergy person and blameless in their life and administration. Persons previously but not currently ordained or licensed may be admitted as clergy members at the discretion of the WCA Council.
- C.** A congregation shall be received into membership based on affirmation of the statement of faith and moral principles, Sections 4, 5, and 6 of Article I, and the purposes, Section 3 of Article I, of the WCA by the congregation's primary leadership body (church council or equivalent).
- D.** Approval of membership.
 - 1. Congregations, clergy persons, and laypersons shall be received into membership at such time and manner, and according to such procedures, as shall be set forth by the WCA .
 - 2. The WCA Council, or a committee of the Council, shall evaluate a clergy person or congregation who desires to become part of the WCA through its internal review process;
 - 3. The WCA Council shall approve by majority vote the admission of congregational and clergy members.
- E.** Congregational, clergy, and lay supporting members, in order to remain in good standing, must contribute financially to the WCA at least an annual amount determined by the WCA Council.

Section 4. Annual Meeting. The annual meeting of the Members shall be held at the offices of the WCA, or other location designated by the Council of the WCA, in July of each year, or such other date as the WCA Council shall determine. Notice of the time and place of the annual meeting of Members shall be given electronically or otherwise to each Member entitled. By a two-thirds majority vote, the WCA Council may call a special meeting of the Members upon 30 days' notice. Business of a special meeting shall be limited to items listed in the call to the meeting. If there are fewer than 100 voting members in the WCA, a majority of the total members constitutes a quorum. If there are more than 100 voting members in the WCA, a minimum of 51 voting members present at a meeting to which proper notice has been given shall constitute a quorum.

Section 5. Removal from Membership in the WCA. Any clergy, lay, or congregational member may be removed upon a two-thirds vote of the Council members, either with or without cause. Any member proposed for removal shall be given written notice of such intention at the address listed in the records of the WCA. Such member shall be offered an opportunity to meet with the Membership Committee of the Council prior to a vote by the Council to remove the member. If the member does not meet with the Membership Committee, the Council may proceed to act.

Section 6. Rights of Members. Each Member of the WCA, as defined in this Article II, shall be eligible for participation in positions of leadership of the WCA, including as an officer or Council member. For all purposes, the Council members shall constitute the initial voting members of the WCA for purposes of the Act (see Article I, Section 2). Members shall only have those voting rights as specifically set forth herein and/or as specifically mandated by the laws of the State of Texas.

Section 7. Resignation of Members. Any clergy or lay member may resign by filing a written resignation with the Secretary of the WCA. Any congregational member may resign by action of its primary leadership body (church council or equivalent) and thereafter filing a written resignation with the Secretary of the WCA.

Section 8. Transfer of Membership. Individual membership in the WCA is neither transferable nor assignable. Congregational membership may be transferred to a legal successor congregation at the discretion of the WCA Council.

Article III Annual Meeting

The annual meeting of the WCA shall be held at the offices of the WCA, or other location designated by the Council of the WCA, in July of each year, or such other date as the WCA Council shall determine. Notice of the time and place of the annual meeting of Members shall be given electronically or otherwise to each regional chapter. By a two-thirds majority vote, the WCA Council may call a special meeting upon 30 days' notice to the regional chapters. Business of a special meeting shall be limited to items listed in the call to the meeting. The WCA Council shall establish the number of delegates eligible to vote at an annual or special meeting, with the number of clergy and lay delegates being equal. The

WCA Council shall apportion the delegates to an annual or special meeting amongst the regional chapters in proportion to the percentage the membership of their regional chapter represents to the total membership of the WCA. A minimum of 50 percent of the whole number of delegates established by the WCA Council shall constitute a quorum.

Article IV
Council of the WCA (“the Board of Directors”)

Section 1. Purpose, Mission, and Ministry.

- A.** The WCA shall be governed by a Board of Directors, which shall be hereinafter called the Council, and composed of Council members. The Council shall meet regularly, but not less frequently than every six months. This Council shall be a legislative, not an executive body, whose duties and responsibilities shall be primarily:
1. Assistance, guidance, evaluation and monitoring of the progress of the WCA in the fulfillment of its mission and vision;
 2. Overseeing the selection and periodic (not less than once each fiscal year) written performance assessment of any paid staff;
 3. Participation in the selection of staff leaders;
 4. The ongoing monitoring of the financial status and risk management practices of the WCA to ensure fiscal responsibility, solvency, and adequate protection from all operating risks;
 5. The periodic review of all practices, activities and decision-making processes of the WCA to ensure they do not violate commercially reasonable standards of conduct, professional ethics, or the “best practices” of reputable non-profit institutions; and
 6. As needed, the establishment of fiscal “guardrails” and management policies to ensure the ongoing health of the WCA.
- B.** Notice of the time and place of any regular or special meeting of the Council members shall be given to each Council member by electronic mail or first class mail at least ten days before the meeting. Notice for regular meetings need not specify the purpose of the meeting, while notice for special meetings shall specify the purpose of the meeting, with business at the special meeting limited to the purpose(s) stated in the notice. Any Council member, however, may waive such notice, in writing either before or after any such meeting, or by attendance at such meeting without protest prior to the commencement thereof.
- C.** Subject to the limitations set forth herein, the WCA Council shall be

responsible for the administration and care of all real and personal property held by the WCA and shall have that authority conferred on said Council members pursuant to the Texas Non Profit Act.

Section 2. Council Member Qualifications. With the exception of the initial Council members of the WCA, each Council member shall be a lay member of a congregation of the WCA or a clergy member of the WCA and shall annually recommit to the covenants in Article I for the entirety of their term of office. Each Council member must possess significant experience and gifts in areas of expertise relevant to the Purpose, Mission, and Ministry of the WCA and the primary duties and responsibilities of the WCA Council.

Section 3. Membership.

A. The number of Council members shall consist of not less than three (3) members and not more than twenty (20) members initially, and not less than twelve (12) members and not more than twenty-eight (28) members after the initial election. At least five of the members of the Council shall be from outside the United States with three from the continent of Africa, one from the continent of Europe and one from the continent of Asia (including the Philippines).

1. **Initial Election of WCA Council Members.** The WCA Council shall consist of the President and at least three Members who are not employees of the WCA. A Council member shall be elected upon a majority vote of the Council members (with any current Council member abstaining from the vote on such Council member's reelection). A quorum must be present for an election.

2. **Subsequent Election of WCA Council Members.** Until the 2018 annual meeting of the WCA, the Members of the Council shall be elected upon a majority vote of the Council members (with any current Council member abstaining from the vote on such Council member's reelection). A quorum of the Council must be present for an election. Beginning with the 2018 annual meeting, the Members shall elect the Council members as follows:

a. Names of persons interested as serving as Council members may be submitted by themselves or others, along with biographical information, to the Council and shall be submitted no later than 30 days prior to the annual membership meeting or a special called meeting at which Council members are to be elected.

b. The Council shall disseminate the names and biographical information of all nominees to the Members no later than 14 days prior to the annual membership meeting.

c. The members shall elect, by majority vote, the number of

Council members needed to fill all vacancies.

- d. The Council members, except for the President who shall be an ex officio member of the Council, shall be elected for a term of three (3) years, with approximately one-third of the Council having their terms expire each year. The Council shall, in order to receive the benefits of staggered terms, initially arrange the Council members in classes. Subsequent annual elections shall attempt to preserve a numerical balance among the three classes.
- e. The term of office for Council members shall commence on July 1 of the calendar year of their election. Council members shall serve until their successors are duly elected, unless they have been removed or have resigned.
- f. The Council members shall annually, by majority vote, elect a Chairperson, for a term of one (1) year, commencing on July 1 of each year. The Chairperson shall serve not more than four (4) consecutive one (1) year terms.

B. Term Limits. Any Council member shall be limited to serving two (2) consecutive three (3) year terms. After the completion of any second consecutive three (3) year term, such Council member shall be required to sit out for one year before being eligible to be nominated and elected as a Council member and may then serve an additional two (2) consecutive three (3) year terms. If a Council member is elected for a term less than three (3) years but greater than one (1) year, that term shall be considered a full three (3) year term for purposes of the term limit provision described herein, and that Council member shall be permitted to serve only one additional three (3) year term, after which that Council member will be required to sit out one year before being permitted to be nominated and elected as a Council member for an additional term. In exceptional circumstances, the term limit provision described herein may be waived by a unanimous vote of all other Council members. Notwithstanding the foregoing, the members of the Council elected in 2016 by the initial Council shall be divided into three classes – a class of 2018, a class of 2019 and a class of 2020, with their terms ending on July 1 of the year of their class or at such time as their successors are elected. Members of the class of 2018 shall be eligible to be nominated and elected for two consecutive three-year terms before rotating off the Council in accordance with the provisions of this paragraph. The members of the classes of 2019 and 2020 shall be eligible to be nominated and elected for one additional term in keeping with the foregoing term limits.

C. Quorum. A meeting of the Council shall require a quorum. A quorum consists of a majority of the Council.

- D. Manner of Acting.** Unless otherwise specified in these Bylaws, any action by the WCA Council requires a majority of the Council members attending the meeting, either live or by electronic means, to vote in favor of the action. Any action which may be taken at a meeting of Council members may be taken without a meeting if authorized by a writing or writings signed by a majority of the Council members, which writing or writings shall be filed or entered upon the records of the WCA. Council members may utilize communication equipment to hold a meeting, and to thereby take action, if all those in attendance can hear each other.
- E. Resignation.** Any Council member may resign at any time by giving thirty (30) days written notice to the WCA.
- F. Removal.** A Council member of the WCA may be removed with or without cause at any time upon a two-thirds vote of the Council members, except that the Council member for whom removal is sought shall not be entitled to vote on such Council member's removal. Any Council member proposed for removal shall have the opportunity to meet with the Council prior to any vote on removal. If the Council member does not meet with the Council, the Council may proceed to act. If the Council votes to remove a Council member, the term of office of such Council member who shall have been so removed shall forthwith terminate.
- G. Vacancies.** A vacancy in the WCA Council, from whatever cause (for example, death, resignation or removal), may be filled for the unexpired portion of the term by a majority vote of the Council members at a regular meeting or at a special meeting called for that purpose. With respect to any vacancy, Council members shall seek nomination suggestions from the staff of the WCA and the Members. The Council members may also form a nominating committee to nominate candidates to fill the vacancy.

Section 4. Committees. The WCA Council may create from its membership of the WCA Council the following Committees. Each such committee and each member thereof shall serve at the pleasure of the WCA Council. Any such committee, to the extent provided by action of the WCA Council, may exercise the powers and authority of the WCA Council in the affairs of the WCA with the exception of any authority the delegation of which is prohibited by the Act (see Article I, Section 2). However, each such committee shall be amenable to the Council and its actions must be ratified by the Council in order to take effect. Such ratification may be enacted via conference call or electronic means.

- A. Executive Committee.** The Executive Committee operates within the following boundaries:

 1. Comprised entirely of WCA Council members and officers;
 2. Includes Council Chairperson, Vice Chairperson, Secretary, Treasurer, and one to three additional Council members, for a minimum of five

members, staffed by the President;

3. May exercise all of the powers of the WCA (to the extent permitted by the Texas Nonprofit Corporation Law) between full Council meetings;
4. Reports any action taken by the Executive Committee prior to or during the subsequent meeting of the full Council;
5. The purpose and responsibilities of the Executive Committee are as follows:
 - a. Conduct urgent business between full Council meetings;
 - b. Assess financial health and keep routine financial activities moving between full Council meetings;
 - c. Assist the President during emergencies;
 - d. Provide counsel to the Chair or President between full Council meetings; and
 - e. Lead Council development efforts and new member on-boarding.

- B. Compensation Committee.** The Compensation Committee shall, on an annual basis, review the compensation of the officers of the WCA. No compensated officer shall serve on this committee, which shall be chaired by the Council chairperson.
- C. Administrative Committee:** All internal and operational issues—including those related to finance, funding, human resources, and facilities—are handled by this committee which is staffed by the Treasurer.
- D. Ministry Committee:** All external issues—including communications, ministry development, ministry partnership, public relations, and marketing—are the responsibility of this committee, which is staffed by the Ministries Director (or by the President).
- E. Governance Committee:** This committee is responsible for the health and functioning of the Council. It recruits new members, conducts orientation, produces Council materials, and evaluates the performance of the Council itself. This committee, staffed by the President of the WCA, is responsible for ensuring the effectiveness of the current Council and for recruiting tomorrow's leaders.
- F. Other Committees.** The WCA Council may from time to time appoint a committee or committees and may delegate to such committee or

committees power to be exercised under the control and direction of the WCA Council. Each such committee shall have at least one Council member, but may also name additional WCA lay or clergy Members not on the Council to serve on the committee. Lay members serving on committees are entitled to voice and vote on that committee, regardless of whether they are voting (delegates) or non-voting members of the WCA.

- G. Records and Reports of Committees.** Unless otherwise provided by the WCA Council, a majority of the members of any committee appointed by the WCA Council pursuant to this Section shall constitute a quorum at any meeting thereof, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of such committee. Any such committee shall be governed by Article III, Section 1B for the calling of meetings and shall prescribe its own rules for holding meetings and its method of procedure, subject to any rules prescribed by the WCA Council, and shall keep a written record of all actions taken by it.

Article V. Officers

Section 1. Officers of WCA. The Officers of the WCA have the executive responsibility for day-to-day business operations. The Officers shall act as agents for the WCA, and will have legal authority to bind the WCA as prescribed by the WCA Council. Individual Council members do not have the legal authority to bind the WCA. There shall be a President, Treasurer, and Secretary of the WCA, and other Officers as defined below. Except as provided elsewhere in these bylaws, compensated Officers shall not serve as voting members of the WCA Council, although they may serve as ex officio members with voice.

Section 2. Appointment. The Council members shall appoint a President, a Treasurer, and a Secretary to serve as Officers of the WCA. Such Officers shall be appointed in the manner described below by the Council members, if a quorum is present at said meeting, and shall serve at the pleasure of the WCA Council.

Section 3. Powers and Duties of Officers. Each Officer shall be a Member of the WCA as set forth in Article II Section 1 hereof. The Officers of the WCA shall each have such powers and perform such duties as may be conferred and assigned from time to time by the WCA Council.

- A. The President.** The President of the WCA shall exercise leadership and oversight of the spiritual and temporal affairs of the WCA. The President is an ex officio member of the Council, with voice and vote.
1. The President shall have the following responsibilities:
 - a. Ensure that the policies and procedures established by the WCA and its Council are implemented and followed, engaging in effective administration on behalf of the WCA and its

Council, including without limitation the negotiating and signing of any contracts, deeds, mortgages, bonds, documents, debt instruments or other agreements or commitments properly authorized by the WCA Council.

- b. Teach and proclaim the Christian faith as outlined in the statement of faith and moral principles (Article I).
- c. Develop with others and propound a vision for the WCA's ministry and mission.
- d. Represent the WCA in relationships with denominations and ministries.
- e. Strengthen and encourage the ministry of the local church as the most significant arena through which disciple-making occurs.
- f. Preside over membership meetings.

2. The initial President shall be elected by a two-thirds majority of the Council for an indefinite term. Whenever the office of the President shall thereafter be vacant, the election of a successor President for an indefinite term shall occur at the next annual meeting of the WCA, with a two-thirds majority vote of the delegates present and voting required for election. The WCA Council by a two-thirds majority vote is empowered to elect an interim President to serve between the time of vacancy and the next annual meeting of the WCA.

3. The President shall be an ordained clergy person who is a Member of the WCA in good standing.

4. The President shall be amenable in the first instance to the WCA Council and ultimately to the WCA Members and shall receive such compensation as the Council determines. The President may be removed from office with or without cause at any time by the WCA Council by a two-thirds vote. Before removal, the Council shall offer the President the opportunity to meet with the Council. If the President does not meet with the Council, the Council may proceed to remove the President without such a meeting. The Council may suspend the President with compensation pending final action.

B. Treasurer. The Treasurer of the Council shall be elected for an indefinite term by a two-thirds majority vote of the Council upon recommendation by the President. The Treasurer shall be amenable to the Council and receive such compensation as the Council determines. If required by the WCA Council, the Treasurer shall give a bond for the faithful discharge of his/her

duties in such sum and with such surety or sureties as the WCA Council shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the WCA. The Treasurer shall perform such other duties and responsibilities incident to the Office of Treasurer as may be assigned as directed by the President or the WCA Council.

- C. Secretary.** The Secretary of the Council shall be elected for an indefinite term by a two-thirds majority vote of the Council upon recommendation by the President. The Secretary shall be amenable to the Council and receive such compensation as the Council determines. The Secretary shall record the minutes of the meetings of the Members and WCA Council in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; keep a register of the postal address of each WCA Member which shall be furnished to the Secretary by such Member; and in general perform all duties incident to the Office of Secretary and such other duties as from time to time may be assigned by the President or by the WCA Council.
- D. Other Officers.** The WCA Council may from time to time appoint additional Officers and may delegate to such Officers power to be exercised under the control and direction of the WCA Council. Each such Officer shall serve at the pleasure of the WCA Council. Any such Officer, to the extent provided by action of the WCA Council, shall have and may exercise the powers and authority of the WCA Council in the affairs of the WCA with the exception of any authority the delegation of which is prohibited by the Texas Non Profit Act.

Section 4. Vacancies. The process outlined for that office shall fill a vacancy in any office. In the case of the President, the Council Chairperson may serve as the President *pro tempore*, if qualified, or another Council member who is qualified may be appointed, by majority vote of the Council.

Section 5. Resignation. Subject to the provisions of any contract of employment, any officer may resign as such at any time by giving written notice to the President or in the case of the President, the Chairperson of the WCA Council.

Section 6. Removal. Any officer, excluding the office of President, may be removed summarily either with or without cause at any time by the Council. The Council shall offer such officer the opportunity to meet with the Council prior to Council action. If the officer does not meet with the Council, the Council may act. In the case of the President, the WCA Council may remove him or her under the process outlined above under Article IV, Section 3A4.

Article VI.
Regional Chapters of the WCA

- Section 1. Establishment of Regional Chapters of the WCA.** Regional Chapters of the WCA shall be established as authorized by the WCA Council. Such regional chapters shall encompass at a minimum the geographical territory included in any annual conference within The United Methodist Church. However, a regional chapter may encompass the geographical territory of more than one annual conference within The United Methodist Church if the WCA Council chooses. In establishing a regional chapter, the WCA Council shall designate one or more persons who shall have authority to represent the WCA in the establishment of each chapter.
- Section 2. Purposes of Each Regional Chapter.** Each regional chapter of the WCA shall have the same purposes as the WCA (see Article 1, Section 3) within the geographical boundaries of the regional chapter and shall uphold the Statement of Biblical Authority, Statement of Faith and Statement of Moral Principles of the WCA.
- Section 3. Membership of Each Regional Chapter.** Except as provided herein, the membership of each regional chapter shall consist of the clergy, congregational and lay members of the WCA who reside within the geographical boundaries of the regional chapter (regardless of whether such members are members of The United Methodist Church). Clergy members who are ordained in one annual conference of The United Methodist Church but residing in another annual conference of The United Methodist Church shall have the option to choose to relate exclusively to either the regional chapter where they are ordained or the regional chapter where they reside, but not both.
- Section 4. Membership Records for Each Regional Chapter.** The Secretary of the WCA shall provide each regional chapter with a list of clergy, congregational and lay members of the WCA who are in good standing and who are recognized as having membership in the regional chapter on an annual basis on a date established by the WCA Council and such members shall be entitled to vote at the meetings of each regional chapter. Membership information shall be provided to the regional chapter at other times upon request to the Secretary of the WCA.
- Section 5. Leadership of Each Regional Chapter.**
- A. Initial Chair.** The person selected by the WCA Council shall be the initial chair of the regional chapter until the chapter holds its initial organizing meeting. The initial chair shall serve in that capacity until the initial organizing meeting of the regional chapter and the election of a chairperson by the initial organizing meeting.

B. Initial Organizing Meeting and Annual Meetings of Regional Chapters. The initial chair of the regional chapter shall establish the date of the initial organizing meeting. Thereafter, the annual meeting of the Members of the regional chapter shall be held at a location designated by the council of the regional chapter on a date determined by the council of the regional chapter. Notice of the initial organizing meeting and of each annual meeting of the regional chapter shall be given to all members of the WCA who live within the geographical boundaries of the regional chapter and to those clergy members of the WCA who have chosen to relate to the regional chapter. By a two-thirds majority vote, the council of the regional chapter may call a special meeting of its members upon 30 days' notice. Business of a special meeting shall be limited to items listed in the call to the meeting. A minimum of 50 percent of the members shall constitute a quorum for a meeting of the regional chapter

C. Regional Council & Officers. At its initial organizing meeting, the membership of the regional chapter shall elect a regional council of not less than four (4) nor more than twenty (20) members to a three-year term, subject to being assigned to classes, and shall also elect a chair, vice-chair, secretary and treasurer of such regional council to serve for a term of one year each. Such officers may be elected to two consecutive terms of not more than three (3) years each, before they must vacate the position for a minimum of one year at which time they may be elected to the position once again. The regional council may elect other officers and establish other committees as it may determine to be necessary from time-to-time. Any regional council member shall be limited to serving two (2) consecutive three (3) year terms. After the completion of any second consecutive three (3) year term, such regional council member shall be required to sit out for one year before being eligible to be nominated and elected as a regional council member and may then serve an additional two (2) consecutive three (3) year terms. If a regional council member is elected for a term less than three (3) years but greater than one (1) year, that term shall be considered a full three (3) year term for purposes of the term limit provision described herein, and that regional council member shall be permitted to serve only one additional three (3) year term, after which that regional council member will be required to sit out one year before being permitted to be nominated and elected as a regional council member for an additional term. In exceptional circumstances, the term limit provision described herein may be waived by a unanimous vote of all other regional council members. Notwithstanding the foregoing, the members of the regional council elected in 2016 shall be divided into three classes – a class of 2018, a class of 2019 and a class of 2020, with their terms ending on July 1 of the year of their class or at such time as their successors are elected. Members of the class of 2018 shall be eligible to be nominated and elected for two consecutive three-year terms before rotating off the regional council in accordance with the provisions of this paragraph. The members of the classes of 2019 and 2020

shall be eligible to be nominated and elected for one additional term in keeping with the foregoing term limits.

D. Removal of Regional Officers or Regional Council Members. The WCA Council may remove a regional officer or a regional council member by two-thirds vote of the WCA Council. The WCA Council may offer such a person an opportunity to meet with the Council before the vote on removal. If the person does not meet with the WCA Council, the Council may proceed to act.

Section 6. Bylaws & Rules of Regional Chapters. Each regional chapter shall be governed by the bylaws of the WCA, and its own articles of incorporation and bylaws which shall be identical to the model regional chapter articles of incorporation and model regional chapter bylaws adopted by the WCA with any changes approved in advance of implementation by the WCA Council . The regional chapter may adopt such other rules and procedures as necessary for its operation not inconsistent with the WCA bylaws from time to time. The WCA Council shall have the right to veto any rule or procedure at any time by majority vote. Regional chapters may be authorized by the WCA Council to adopt additional means of funding the operations of regional chapters.

Section 7. Election of Delegates to WCA Annual Meeting. Beginning in 2018, each regional chapter shall elect delegates to the WCA annual meeting as apportioned to each regional chapter by the WCA Council based upon the relationship of the membership of the regional chapter to the total membership of the WCA. Clergy members of the regional chapter shall elect the clergy delegates from the regional chapter to the WCA annual meeting from those clergy members who relate to the regional chapter who are in good standing. The WCA Council shall establish a process by which a number of lay delegates equal to the number of clergy delegates from the regional chapter to the WCA annual meeting are elected with the congregational members and lay members electing such lay delegates. Lay delegates must either be members of a congregational member of the WCA that is in good standing or be an individual member of the WCA in good standing.

Article VII. Books and Records

Section 1. Records. The WCA shall keep correct and complete books and records of account and shall also keep minutes of all member meetings, WCA Council, and committees, and shall keep at the registered or principal office a record giving the names and addresses of the WCA Members. The WCA shall gather congregational statistics as necessary to evaluate our missional outreach.

Section 2. Right to Review Books and Records. Any member shall have the right to

examine the books and records of the WCA and may do so only at a reasonable and convenient time as established by the WCA. In any event, no member shall have the right to examine any personnel, financial, or medical information that would violate the personal privacy rights of WCA staff, members, contributors, or guests as determined by the WCA Council.

**Article VIII.
Limitations of Liability and Indemnification**

In the event a Council member, officer, employee, member, or agent of the WCA, who is serving at the request of the WCA, is made a party to a suit or proceeding, whether civil, criminal, administrative, or investigative, other than an action by or in the right of the WCA, by reason of the fact that he or she is or was a Council member, officer, employee, member, or agent of the WCA, the WCA will indemnify or reimburse him or her against expenses, including reasonable attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the WCA, and with respect to any criminal proceedings, if he or she had no reasonable cause to believe that any conduct was unlawful.

**Article IX.
Amendment of Articles of Incorporation and Bylaws**

The Certificate of Formation and Bylaws may be amended, repealed, or new Articles of Incorporation or Bylaws may be adopted by the affirmative vote of seventy-five percent (75%) of the Council members at a meeting held for such purpose if a quorum is present. After the WCA has been in existence for three years and when the clergy and congregational membership has reached a minimum total of One Hundred, all amendments shall also require the affirmative vote of a two-thirds majority of voting Members attending a duly called member meeting.

**Article X.
Accounting Provisions**

The annual accounting period for this corporation shall begin on the first day of July, and shall end on the last day of June. Within two years of its formation, the WCA shall meet the financial stewardship standards of the Evangelical Council for Financial Accountability. All accounting procedures shall follow generally accepted accounting principles.

Article XI. Dissolution

Upon the dissolution of the WCA, the Council shall distribute assets to the Congregational Members of the WCA that are 501(c)3 organizations within the meaning of the Internal Revenue Code, or the corresponding section of any future federal tax code, to be used exclusively for one or more exempt purposes within the meaning of that section, or to organization(s) created and operated for nonprofit purposes under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, to be used exclusively for one or more exempt purposes within the meaning of that section. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article XII. Miscellaneous

Section 1. Execution of Documents. The WCA Council may authorize by majority vote any officer or officers, agent or agents to enter into any contract or execute any instrument in the name of and on behalf of the WCA and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or other person shall have any power or authority to bind the WCA by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

Section 2. Official WCA Insignia. The WCA Council shall be responsible to supervise the use of any official WCA insignia and preserve the integrity of its design and trademark. Any official WCA agency or body, including local churches, may use the insignia to identify WCA work, programs, and materials. In order to preserve the integrity of its design, the insignia should not be altered or modified by those official WCA organizations that use it. Any commercial use of the design must be explicitly authorized in writing by an appropriate officer of the WCA Council. The Council shall also supervise the use of the name "Wesleyan Covenant Association."

Section 3. Inspection of Certificate of Formation and Bylaws. The WCA shall keep in its principal office the original or a copy of its Certificate of Formation and Bylaws, as amended to date, which shall be open to inspection by the Members at all reasonable times during normal office hours.

Section 4. Construction of Definitions; Choice of Law; Mediation & Binding Arbitration and Venue. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Texas Non Profit Act shall govern the construction of these Bylaws. The laws of the State of Texas shall be controlling in any legal dispute related to the construction and/or implementation of these Bylaws. Any claim or

dispute arising from or relating to these Bylaws, including, but not limited to, the construction and/or implementation of these Bylaws, involving the WCA, any of its officers or council members, and/or its congregational, clergy, or lay members shall be settled by mediation and, if necessary, legally binding arbitration in accordance with the Rule of Procedure of Christian Conciliation of the Institute for Christian Conciliation, a division of Peacemaker® Ministries (a complete text of the Rules is available at www.peacemaker.net/rules-of-procedure/). Judgment upon an arbitration decision may be entered in any court otherwise having jurisdiction. The WCA, its officers and council members, and its congregational, clergy, and lay members understand that these methods shall be the sole remedy for any controversy or claim addressed under this section and expressly waive their right to file a lawsuit in any civil court against one another for such disputes, except to enforce an arbitration decision. The venue for all disputes involving the WCA, its officers and council members, and/or its congregational, clergy, and lay members shall be in Montgomery County, Texas.

Section 5. Conflict of Interest Policy. Whenever a Council member or officer has a financial or personal interest in any matter coming before the Council, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determines that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

Section 6. Choice of law; Venue. Any and all claims that are not precluded by the internal religious organizational discipline are subject to state law of Texas, with venue in the Federal Court in Houston, Texas, or state court in Montgomery County, Texas.

Bylaws Adopted: May 31, 2016

Bylaws Revised and adopted: March 20, 2017

A handwritten signature in black ink, appearing to read 'MCA', written over a horizontal line.

By: Rev. Madeline Henners, Secretary