

1 **BYLAWS**

2  
3 **of the**

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5 **GENERAL BOARD OF HIGHER EDUCATION AND**  
6 **MINISTRY**

7  
8 **of**

9  
10 **THE UNITED METHODIST CHURCH**  
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12 These Bylaws shall regulate the business and affairs of the General Board of Higher Education and  
13 Ministry of The United Methodist Church ("GBHEM").  
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16 **OFFICES**  
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18 **1. PRINCIPAL AND REGISTERED OFFICE**

19 The principal business office of GBHEM shall be located in Nashville, Davidson County, Tennessee.  
20 The Board (as defined below) may establish and maintain offices or agencies in any of the states of the  
21 United States or its possessions, or in any of the countries of the world, and at such places as may from  
22 time to time be appointed by the Board.  
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25 **PROVISIONS OF *THE BOOK OF DISCIPLINE***  
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27 **OF THE UNITED METHODIST CHURCH**  
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29 **2. APPLICATION**

30 Where not specifically addressed herein, GBHEM hereby adopts as a part of its Bylaws the appropriate  
31 sections of *The Book of Discipline* (the "Discipline") of The United Methodist Church (the "UMC")  
32 prescribed by the General Conference of The UMC (the "General Conference") to carry out the  
33 functions and responsibilities of GBHEM, as from time to time amended or restated by the General  
34 Conference, as the foundation for GBHEM's actions.  
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37 **PURPOSE**  
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39 **3. MISSION**

40 The General Board of Higher Education and Ministry leads and serves The United Methodist Church in  
41 the recruitment, preparation, nurture, education, and support of Christian leaders – lay and clergy – for  
42 the work of making disciples of Jesus Christ for the transformation of the world. No action of GBHEM,  
43 by its members, officers, Executive Committee, Committees, Sub-Committees, or its agents and  
44 employees, may be taken which is in violation of the provisions of the Discipline.  
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47 **4. TERMINATION**

48 GBHEM shall not be terminated unless otherwise provided by the General Conference.  
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51 **MEMBERSHIP**

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53 **5. MEMBERS**

54 The members of GBHEM shall consist of those persons who are elected as prescribed in the Discipline.  
55 Relevant provisions of the Discipline, these Bylaws, and the GBHEM Board Policies and Procedures  
56 shall govern all matters related to membership in GBHEM including roles, responsibilities, and  
57 expectations. The process for nominations shall be governed by the Discipline, these Bylaws, and the  
58 GBHEM Board Policies and Procedures.  
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61 **6. CONSULTING MEMBERS**

62 The Board may, from time to time, make provision for the selection of consulting members, who shall  
63 have right to voice but not vote.  
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66 **BOARD OF DIRECTORS**  
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68 **7. FUNCTION**

69 The business and affairs of GBHEM shall be supervised by its Board of Directors (the “Board”). The  
70 general powers of the Board shall be as set forth herein.  
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73 **MEETINGS OF THE BOARD**  
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75 **8. TIME AND PLACE**

76 The Board shall meet not less than twice per year, once in the fall and once in the spring, at times and  
77 places set by the Board.  
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80 **9. QUORUM**

81 A majority of the members of the Board shall constitute a quorum for Board meetings. A Board  
82 member may participate in a meeting by telephone, electronic or other communication methods that  
83 permit all participants to communicate adequately; and participation in a meeting pursuant to this  
84 provision shall constitute presence in person at such meeting. Likewise, Board and committee meetings  
85 may be held by telephone, electronic or other communication methods that permits all participants to  
86 communicate adequately.  
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89 **10. NOTICE AND SPECIAL MEETINGS**

90 The Recording Secretary, or the Secretary’s designee, shall give twenty (20) days advance notice of all  
91 regularly-scheduled meetings to the Board. Special meetings of the Board may be called by the  
92 Executive Committee, and notice of a special meeting shall be given at least ten (10) days prior thereto.  
93 The business to be transacted at, or the purpose of, any special meeting must be specified in the notice  
94 of such meeting but need not be specified in the notice of any regularly-scheduled meeting. The  
95 attendance of Board members at a meeting shall constitute a waiver of notice of such meeting, except  
96 where a member attends a meeting for the express purpose of objecting to the transaction of any  
97 business because the meeting was not lawfully called or convened.  
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100 **11. MANNER OF ACTING**

101 Each Board member shall be entitled to one (1) vote upon any matter properly submitted for a vote. The  
102 act of a majority of Board members present at a meeting at which a quorum has been established shall

be the act of all of the Board members, except as may otherwise be specifically provided by law, by the Charter of Incorporation (the "Charter"), by these Bylaws, the GBHEM Board Policies and Procedures, or the Discipline. Individuals absent from any meeting shall not be permitted to vote at such meeting by written proxies. At such meetings, Board members shall take such action as is appropriate and exercise the powers conferred upon them by the Board, these Bylaws, the GBHEM Board Policies and Procedures, and the Discipline.

## **12. ACTION WITHOUT A MEETING**

Any action required or permitted to be taken at a Board meeting may be taken without a meeting if all of the Board members consent in writing to taking such action without a meeting. If all Board members entitled to vote on the action shall consent in writing to taking such action without a meeting, the affirmative vote of the number of votes that would be necessary to authorize or take such action at a meeting shall be the act of the Board members. The action must be evidenced by one (1) or more written consents describing the action taken, signed in one (1) or more counterparts by each Board member entitled to vote on the action, indicating each signing member's vote or abstention on the action taken. All such written consents and actions shall be filed with the minutes of the proceedings of the Board. A consent signed under this Section shall have the same force and effect as a meeting vote of the Board members, and may be described as such in any document.

## **MEETINGS OF THE EXECUTIVE COMMITTEE**

### **13. TIME AND PLACE**

Members of the Executive Committee shall hold regular meetings at such time and place as may be determined by the Executive Committee, and pursuant to the direction of the Board.

### **14. QUORUM**

A majority of the members of the Executive Committee shall constitute a quorum for Executive Committee meetings. Executive Committee members may participate in a meeting by telephone, electronic or other communication methods that permit all participants to communicate adequately; and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.

### **15. NOTICE AND SPECIAL MEETINGS**

The Recording Secretary, or the Secretary's Designee, shall give five (5) days advance notice of all meetings of the Executive Committee.

### **16. MANNER OF ACTING**

Each Executive Committee member shall be entitled to one (1) vote upon any matter properly submitted for a vote. The act of a majority of Executive Committee members present at a meeting at which a quorum has been established shall be the act of all of the Executive Committee, except as may otherwise be specifically provided by law. Individuals absent from any meeting shall not be permitted to vote at such meeting by written proxies. At such meetings, the Executive Committee shall take such action as is appropriate and exercise the powers conferred upon them by the Board.

### **17. ACTION WITHOUT A MEETING**

Any action required or permitted to be taken at a meeting may be taken without a meeting if all of the

Executive Committee members consent in writing to taking such action without a meeting. If all Executive Committee members entitled to vote on the action shall consent in writing to taking such action without a meeting, the affirmative vote of the number of votes that would be necessary to authorize or take such action at a meeting shall be the act of the Executive Committee. The action must be evidenced by one (1) or more written consents describing the action taken, signed in one (1) or more counterparts by each Executive Committee member entitled to vote on the action, indicating each signing member's vote or abstention on the action taken. All such written consents and actions shall be filed with the minutes of the proceedings of the Executive Committee. A consent signed under this Section shall have the same force and effect as a meeting vote of the Executive Committee, and may be described as such in any document.

## **OFFICERS**

### **18. NUMBER AND TENURE**

The officers of GBHEM shall consist of a President, a Vice President, and a Recording Secretary. The Board may establish such other officers as may be necessary for the proper administration of GBHEM affairs. All officers shall be elected for a term of four (4) years, or until his or her earlier death, resignation or removal from office. The officers shall be elected quadrennially at the annual meeting from the membership of GBHEM. A retiring officer may succeed himself or herself. No member of GBHEM shall be a salaried officer or employee of GBHEM.

### **19. PRESIDENT**

The President shall preside over all meetings of the Executive Committee, and shall be an ex-officio member of all committees of the Board. The President may sign, with the Secretary, all deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed.

### **20. VICE PRESIDENT**

The Vice President of GBHEM may be the Chairperson of the Education or the Ministry Committee. In the absence or incapacity of the President, the Vice President will perform the duties of the President, including the right to execute documents in the name of GBHEM upon proper authorization from the Board.

### **21. RECORDING SECRETARY**

The Recording Secretary shall be the custodian of the records of GBHEM. The Recording Secretary shall keep minutes of all meetings of the members of the Board and the Executive Committee, which after approval, shall be placed in a permanent record. The Secretary may sign, with the President, all deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed.

### **22. REMOVAL**

The Board may remove any officer when, in its judgment, the best interests of GBHEM will be served thereby. Such removal may be with or without cause by an affirmative vote of the majority of the Board.

### **23. VACANCIES**

If there is a vacancy during the quadrennium in any office held by an officer, because of death, resignation, removal disqualification, or otherwise, the Nominating Committee shall provide for a

nomination and election by the Board, as provided in the GBHEM Board Policies and Procedures.

#### **24. RESIGNATION**

An officer may resign such officer's position at any time by tendering such resignation in writing to the President or, in the case of the resignation of the President, to the Recording Secretary. A resignation shall become effective upon the date specified in such notice, or, if no date is specified, upon receipt of the resignation by GBHEM at its principal place of business.

#### **25. MEMBERSHIP AND TERMS**

There shall be from within the membership of GBHEM an executive committee (the "Executive Committee") composed of the three (3) officers (the President, Vice-President, and the Recording Secretary); the Chair of the Personnel Committee (1); the Chair of the Education or Ministry Committee (1) (whichever one is not elected as Vice President); the Chair of the Administrative Matters Committee (1); and the Chair of the Worldwide Inclusion, Diversity, Equity, and Access Committee (1). At least one member of the Executive Committee shall be from a Central Conference; as such term is defined in the Discipline.

#### **26. DUTIES**

The duties and responsibilities of the Executive Committee shall be to carry out the obligations and responsibilities of GBHEM, as directed by the Board and the GBHEM Board Policies and Procedures. The Executive Committee may act for the members of GBHEM in between meetings of the Board. The actions and decisions of the Executive Committee have the full legal effect as the act and deed of the members of the Board, except that the Executive Committee does not have the authority to reverse or significantly modify any decision taken by the Board or the members of the GBHEM meeting in plenary session.

### **BOARD-WIDE SERVICE COMMITTEES**

#### **27. BOARD-WIDE SERVICE COMMITTEES**

GBHEM shall oversee and conduct its cross-functional work with three board-wide Service Committees, each of which shall consider the worldwide work of the agency: the Education Committee, the Committee on Ministry, and the Administrative Matters Committee. GBHEM may alter the organization of these board-wide Service Committees to adjust to changing circumstances.

#### **28. EDUCATION COMMITTEE**

The Education Committee shall oversee and conduct the ongoing collaboration and oversight of the education work of GBHEM, including representing the UMC in its relationships with educational institutions and campus ministries. Its specific mandates and responsibilities shall be governed by the GBHEM Board Policies and Procedures.

#### **29. COMMITTEE ON MINISTRY**

The Committee on Ministry shall provide support for ordained clergy, licensed local pastors, and other specialized ministries of an Annual Conference. Its specific mandates and responsibilities shall be governed by

the GBHEM Board Policies and Procedures.

### **30. ADMINISTRATIVE MATTERS COMMITTEE**

The Administrative Matters Committee provides for the coordination and oversight of the administrative board-wide services and the financial management of the GBHEM. Its specific mandates and responsibilities shall be governed by the GBHEM Board Policies and Procedures.

## **STANDING COMMITTEES**

### **31. STANDING COMMITTEES**

The Board shall establish the following Standing Committees, whose purpose and procedures shall be outlined in the GBHEM Board Policies and Procedures: Personnel and Policies Committee and Worldwide Inclusion, Diversity, Equity, and Access Committee. Such Standing Committees shall be permanent structures of the Board and shall be governed by these Bylaws and the GBHEM Board Policies and Procedures. The members of Standing Committees shall be selected as provided in these Bylaws and the GBHEM Board Policies and Procedures.

## **SUB-COMMITTEES AND TASK FORCES**

### **32. SUB-COMMITTEES**

The Board may establish Sub-Committees it believes necessary or desirable to oversee specific matters and/or advise the committees of the Board. The Sub-Committees shall be as follows: the Legislation Sub-Committee (reports to the Executive Committee); the Audit and Review Sub-Committee (reports to the Executive Committee); the Endorsing Sub-Committee (reports to the Committee on Ministry); the Grants and Scholarships Sub-Committee (reports to the Administrative Matters Committee); the Investment Sub-Committee (reports to the Administrative Matters Committee). Such Sub-Committees shall be governed by these Bylaws and the GBHEM Board Policies and Procedures. The members of Sub-Committees shall be selected as provided in the GBHEM Board Policies and Procedures.

### **33. TASK FORCES**

The Board may establish task forces for specific, time-limited work it believes necessary or desirable. These task forces shall operate until their tasks have been accomplished or until earlier discharged by the Board. The members of Task Forces shall be selected as provided in these Bylaws and the GBHEM Board Policies and Procedures.

## **FIDUCIARY RESPONSIBILITIES**

### **34. DEPOSITORY AND FISCAL AGENTS**

The Executive Committee shall have the power and authority to select a bank or banks as a depository for the funds of GBHEM and shall likewise have the power and authority to select a bank or banks as fiscal agent or custodian of the investments of GBHEM, under terms and conditions which seem to be reasonable and proper in the judgment of the Executive Committee.

305 **35. REGISTRATION OF STOCKS, BONDS, OR SECURITIES**

306 The stocks, bonds or securities of GBHEM may be owned and held in the name of GBHEM, or may be  
307 owned and held by GBHEM in the name of any individual officer or designated nominee of GBHEM for  
308 the purpose of convenience in assignment and transfer.

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311 **36. FISCAL YEAR**

312 The fiscal year of GBHEM shall begin on the first day of January in each year and shall end on the thirty-  
313 first (31st) of December of the same year.

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316 **37. CHECKS**

317 All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness  
318 issued in the name of GBHEM shall be signed by such officer or officers, agent or agents, of the  
319 GBHEM, and in such manner, as shall from time to time be determined by resolution of the Board.

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322 **38. LOANS**

323 No loans shall be contracted on behalf of GBHEM, and no evidences of indebtedness shall be issued in  
324 its name, unless authorized by a resolution of the Board. Such authority may be general or confined to  
325 specific instances.

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328 **39. AUDITING OF FINANCIAL RECORDS**

329 The Board shall have power and authority to cause the books and accounts of the fiscal agents or officers  
330 of GBHEM to be audited.

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333 **40. CONTRACTS AND EMPLOYMENT OF AGENTS**

334 The Board may authorize any director, officer, or agent to enter into any contract, or execute and deliver  
335 any instrument, in the name of and on behalf of GBHEM. The Board shall be specifically authorized, in  
336 its sole discretion, to employ and to pay the compensation of such agents, accountants, custodians,  
337 experts, scholarship consultants and other counsel, legal, investment or otherwise, as the Board shall  
338 deem advisable, and to delegate discretionary powers to, and rely upon information furnished by, such  
339 individuals or entities. Such authority may be general or confined to specific instances.

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342 **41. SUCCESSOR IN TRUST**

343 GBHEM may act as the successor to and the successor in trust of the following corporations, and the  
344 Executive Committee of GBHEM shall be authorized to take such action as may be necessary, desirable,  
345 or convenient to affect the continuance, merger, dissolution, or surrender of the above-named  
346 corporations as authorized by the Discipline.

347 General Board of Christian Education of the Methodist Episcopal Church, South, incorporated in the  
348 State of Tennessee.

349  
350 The Board of Education of the Methodist Episcopal Church, incorporated in the State of New York.

351  
352 The Board of Education of the Methodist Protestant Church, incorporated in the State of Pennsylvania.

353  
354 The Board of Education of Negroes of the Methodist Episcopal Church, incorporated in the State of  
355 Ohio.

The Board of Sunday Schools of the Methodist Episcopal Church, incorporated in the State of Illinois.

The Epworth League of the Methodist Episcopal Church, incorporated in the State of Illinois.

The General Board of Education of the Methodist Church, incorporated in the State of Tennessee.

The Board of Christian Education of the Evangelical Church, incorporated in the State of Ohio.

The Sunday School and Tract Union of the Evangelical Church, General Board of Education of The Methodist Church, incorporated in the State of Ohio.

The Board of Christian Education of The Church of the United Brethren in Christ, incorporated in the State of Ohio.

The General Board of Christian Education of The Evangelical United Brethren Church, incorporated in the State of Ohio.

The Executive Committee of GBHEM shall be authorized to take such action as may be necessary, desirable, or convenient to affect the continuance, merger, dissolution, or surrender of the above named corporations as authorized by the Discipline.

## **STANDARDS OF CONDUCT**

### **42. GBHEM BOARD POLICIES AND PROCEDURES**

The Board shall establish and maintain a collection of governing policies and procedures called the GBHEM Board Policies and Procedures. These policies and procedures shall provide additional guidance as deemed necessary by the Board for its operation. The GBHEM Board Policies and Procedures may be changed by a majority vote of the Board in accordance with these Bylaws.

## **AMENDMENTS**

### **43. PERMISSIVE AMENDMENT**

These Bylaws may be altered or amended at any meeting of the Board by an affirmative vote of 2/3rd of the members present, provided notice of such amendment has been included in the notice of meeting sent out by the Recording Secretary at least fourteen (14) days in advance.

### **44. MANDATORY AMENDMENT**

After each quadrennial meeting of the General Conference, the Bylaws shall be deemed to have been amended by any revision or amendments adopted by the General Conference to the sections of the Discipline hereinabove quoted, and each such revision as codified in the Discipline shall be included as part of the Bylaws and as the basic authority and power of GBHEM.

### **45. PERIODIC REVIEW**

These Bylaws, as well as the GBHEM Board Policies and Procedures, shall be reviewed by the Executive Committee at least once every quadrennium to determine and propose to the Board any changes as may be necessary for the work of the Board.



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409     *Last Revised and Adopted by the GBHEM Board of Directors: - September 26, 2024*