

BY-LAWS  
OF  
THIRD PLACE MINISTRIES, INC.

ARTICLE 1  
NAME

Formerly known as “Marshall County United Methodist Churches, Inc.” or “the United Methodist Cooperative Ministries of Marshall County, Inc.”, the name of this corporation shall now be “Third Place Ministries, Inc.”

ARTICLE 2  
ADDRESS

The principle office of Third Place Ministries shall be located at 17 Cope Road, Benton, Kentucky 42025. Third Place Ministries may have such other offices or ministries in Marshall County, Kentucky, as the Board of Directors may determine, or as the business of Third Place Ministries may require.

ARTICLE 3  
PURPOSE

Third Place Ministries 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.

ARTICLE 4  
MISSION STATEMENT

In order to fulfill our calling to be the Body of Christ, and in order to achieve our given mission of making disciples of Jesus Christ for the transformation of the world, Third Place Ministries shall function as a cooperative ministry of the United Methodist churches of Marshall County, a ministry of the Purchase District (Memphis Conference): to celebrate and coordinate the various outreach and mission efforts of the member churches, and to be a mission extension of the member churches, working cooperatively in order to accomplish more together than we can alone.

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 Purchase District (Memphis Conference).

ARTICLE 5  
MEMBERSHIP

Third Place Ministries is a cooperative ministry of the United Methodist Churches within the bounds of Marshall County, Kentucky, as determined by the Memphis Conference, Purchase District, of The United Methodist Church. All thusly designated churches are members and participants in this ministry.

ARTICLE 6  
STRUCTURE

Third Place Ministries shall be directed toward fulfillment of its mission statement by a Board of Directors. The Board of Directors shall be charged with the development and maintenance of all activities of Third Place Ministries in accordance with its stated purpose.

1. The Board of Directors shall:
  - A. implement and promote the purpose and mission of Third Place Ministries.
  - B. Develop and maintain policies and programs that support the purpose and mission of Third Place Ministries.
  - C. Develop necessary funds.
  - D. Be stewards of all funds.
  - E. Handle all affairs concerning real property.
  - F. Employ Third Place Ministries personnel.
  - G. Manage the insurance needs of Third Place Ministries.
  - H. Plan for the future needs of Marshall County through long/short-term strategy.
2. The Board of Directors shall be composed of the following:
  - A. Clergy – one from each United Methodist Charge in Marshall County, KY, as appointed by the Bishop of the Memphis Conference.
  - B. Laity – one from each United Methodist Church in Marshall County, KY, as elected by their respective charge conference.
  - C. Executive Officers – to be elected from the Board.
  - D. Ex-Officio – The District Superintendent and Lay Resource Leader of the Purchase District, Memphis Conference (UMC).
  - E. Executive Director – to be appointed by the District Superintendent of the Purchase District, Memphis Conference (UMC).
- 3.a. Nothing herein shall prohibit the selection of those outside of the Board of Directors from serving on committees or task forces. However, none of these shall serve as chairpersons of committees or task forces, nor shall they be given voting privileges on the Board of Directors.
- 3.b. Clergy members of the Board shall be named annually, as appointed to serve under episcopal appointment by the Bishop of the Memphis Conference (UMC). There shall be no term-limits for clergy members of the Board. There shall be no at-large members among the clergy.
- 3.c. Lay members of the Board shall be members in good standing of a Marshall County congregation of The United Methodist Church, shall be elected annually by their respective charge conferences, and appointed by the Purchase District Superintendent. There shall be no term-limits for lay members on the Board. There shall be no at-large members among the laity.
- 3.d. At all times, at least sixty percent (60%) of the members of the organization's Board of Directors must be appointed or elected annually by their respective charge conferences of a Marshall County congregation of The United Methodist Church, organizations required to act in accordance with *The Book of Discipline of The United Methodist Church*".
4. Executive Officers
  - A. Executive Director
  - B. Chairperson
  - C. Vice-Chairperson
  - D. Secretary
  - E. Financial Secretary
  - F. Ex-Officio Officers

All Executive Officers shall have both voice and vote during meetings.

All Executive Officers shall serve as Corporate Officers. The Executive Officers are authorized to sign contracts and agreements concerning Third Place Ministries and its entities as directed by the Board of Directors at a properly-called meeting.

Between scheduled or called meetings of the Board, the Executive Officers shall be authorized to transact any necessary and immediate business of Third Place Ministries and its entities at the direction of the Board.

In order to secure continuity in leadership, the executive officers shall serve a three-year term, with the exception of the Executive Director who shall be appointed by the District Superintendent and shall be exempt from the three-year limit. Retiring executive officers shall not succeed themselves.

The office of Chairperson and Vice-Chairperson shall alternate between clergy and laity, with no two successive terms being held by either clergy or laity. If the Chairperson is clergy, the Vice-Chairperson shall necessarily be chosen from the laity, and vice versa.

In the event an officer must vacate her/his office mid-term, the succeeding officer shall only fill the balance of the current term.

Officers shall be elected by September 30 of each year. Nominations for Executive Officers shall come from the floor at a properly-called Board meeting. There shall be a vote by the Board at that same meeting. Election is by simple majority of Board members present.

All officers, board members, volunteers, and paid staff shall participate in an orientation class to be conducted by the Executive Director or designated person(s) before serving in any capacity with Third Place Ministries.

## 5. Duties of Executive Officers

### A. Executive Director

- 1) to provide theological leadership and operational resources for the Board of Directors and its ministries.
- 2) to provide leadership to the Board of Directors as it pertains to developing long-term objectives and goals for its ministries.
- 3) to represent Third Place Ministries at cluster meetings and related events.
- 4) to act as liaison to the Purchase District.

### B. Chairperson

- 1) to establish an agenda and preside at all meetings of the Board of Directors and the Executive Team.
- 2) To give general oversight to the work and ministries of the Board of Directors and its various committees, task forces, and ministries.
- 3) to appoint chairpersons for committees, and task forces.
- 4) to sign grants, grant applications, proposals, and contracts authorized by the Board of Directors.

### C. Vice-Chairperson

- 1) to perform the duties and exercise the powers of the Chairperson in the event of the Chairperson's absence, or upon the disability, resignation, or removal of the Chairperson.

#### D. Secretary

- 1) to keep accurate minutes of all meetings of the Board of Directors.
- 2) to serve as custodian of all records, minutes, and official documents.
- 3) to provide all necessary reports, records, minutes, and official documents as needed by the Board of Directors for the conduct of its business.

#### E. Financial Secretary

- 1) to maintain all financial records of Third Place Ministries.
- 2) to make regular reports to the Board of Directors concerning the financial status/activity of the Board and its various ministries.
- 3) to ensure payment of all expenses incurred by Third Place Ministries and its entities, and provide for an annual audit of all bank accounts related to Third Place Ministries.
- 4) to make recommendations to the Board concerning proper financial accountability.
- 5) to conduct regular meetings of the Finance Committee, meeting no less than quarterly.

The Executive Officers shall meet together at least annually for the purpose of strategic planning.

No decision made by the Executive Officers shall be binding upon the Board of Directors.

#### 6. Governance

The Board of Directors shall meet quarterly, or more often as necessary. The Board may meet on a called basis as deemed necessary by Executive Director, Chairperson, or District Superintendent.

Notice of date, time, and location of the next regular meeting shall be given at the end of each meeting. A reminder of the meeting shall be sent to members at least ten (10) days prior to the scheduled meeting.

For special-called meetings, telephone or email notification of such a meeting is sufficient. Such notice shall include a brief statement of the purpose, date, time, and location of the meeting. The business transacted at special-called meetings shall be limited to the subject(s) stated in the notice, and shall be reported upon at the next regular-scheduled meeting of the Board.

A quorum for the purpose of conducting business shall be those members of the Board present and voting at a properly-called meeting of the Board.

Unless otherwise indicated in these by-laws, Board matters will be decided by a simple majority vote of Board members present.

For the sake of expedience, an action may be taken on a particular subject between meetings by polling the members of the Board by phone, fax, or email. Such action must be approved by the Board chairperson and shall be reported at the next regular-scheduled meeting of the Board.

#### 7. Committees and Task Forces

The Board of Directors may create or dissolve committees or task forces as it deems necessary to faithfully carry out the work of Third Place Ministries. All committees and task forces shall have a Chairperson and recorder. Recorder may be appointed by the Chairperson. Minutes shall be taken at all meetings. Minutes shall be kept and made available to the Board of Directors. The Board of Directors shall supervise all committees.

Committee chairpersons shall be appointed by the Board Chairperson with the advice of the Personnel Committee. Committee chairpersons are necessarily members of the Board of Directors. All committees are to have rotating membership.

Task forces may be established for a short term by the Board of Directors to carry out specific tasks related to a given concern. Task force chairpersons shall be appointed by the Board Chairperson with the advice of the Personnel Committee. A task force may gather information, make recommendations, and take action as long as through its activities it does not set policy or incur financial commitments. When a task force is created it shall be established with a clear purpose and concrete goals. The Board of Directors shall supervise all task forces and shall determine when a task force should be terminated.

The Executive Officers of the Board of Directors shall be ex-officio members without vote on all committees and task forces.

## 8. Standing Committees

### A. Finance

- 1) shall develop funds and maintain funds.
- 2) shall work with the Executive Director and Board Chairperson to develop an annual budget for Third Place Ministries, to be presented annually for Board approval. This committee will also work with the Vision & Long-Term Development Committee and House & Grounds Committee to ensure that an appropriate portion of the budget is set aside for maintenance and future development of the facilities and ministries of Third Place Ministries.
- 3) shall ensure that an annual review/audit of all financial accounts of Third Place Ministries are made.
- 4) shall oversee property, liability, medical, and workman's compensation insurance for all employees.
- 5) shall ensure that our ministries participate fully in Charity Tracker.
- 6) shall prepare and present a financial report for each Board meeting.
- 7) shall be custodians of the financial records of Third Place Ministries and its entities.

### B. Personnel

- 1) shall design an orientation class for all officers, Board members, paid staff, and volunteers. The orientation class may include, but not be limited to, the following topics: ministry in the Wesleyan tradition; vision, goals and direction of Third Place Ministries; expectations of servant ministry/leadership; Safe Sanctuaries training.
- 2) shall assist the Executive Director in conducting orientation classes.
- 3) shall work to recruit and coordinate volunteers as needed from the United Methodist churches of Marshall County.
- 4) shall prepare, review, and update job descriptions on a periodic basis.

- 5) shall evaluate job performance of all paid staff on an annual basis and report findings to the Board.
- 6) shall recommend to the Board candidates for open paid positions.
- 7) shall make recommendations to the Board concerning compensation for paid staff members.
- 8) shall nominate non-board-members to serve on committees and task forces. These recommendations shall be considered and voted on by the Board.
- 9) shall report on its work regularly to the Board of Directors.

#### C. Vision & Long-Term Development

- 1) shall develop long-term goals and plans for the further development of the ministries and facilities of Third Place Ministries.
- 2) shall work closely with the House & Grounds Committee as it pertains to developing the facilities of Third Place Ministries.
- 3) shall work closely with the Finance Committee to ensure that an adequate portion of the annual budget is earmarked for future development.
- 4) shall report on its work regularly to the Board of Directors.

#### D. House & Grounds

- 1) shall oversee the use, care, and development of all real properties of Third Place Ministries.
- 2) shall set policies for the use, care, and development of all real properties of Third Place Ministries.
- 3) shall work closely with the Vision and Long-Term Development Committee and Finance Committee to ensure an adequate portion of the annual budget is earmarked for the maintenance and future development of the facilities and ministries of Third Place Ministries.
- 4) shall report on its work regularly to the Board of Directors.

#### E. Thrift Store

- 1) shall oversee day-to-day operations of the New To You Shop, in cooperation with the store manager, with emphasis on the Christian concept of radical hospitality and our mission as United Methodists.
- 2) shall recommend to the Board of Directors policies related to the day-to-day operations of the New To You Shop. Approved policies shall be kept in a notebook that can be easily accessed by Board members, paid staff, and volunteers.
- 3) shall work with the Personnel Team in the evaluation of paid staff, and shall coordinate the needs the store has for paid staff and volunteers.
- 4) shall ensure that all facilities of Third Place Ministries are clean, attractive, and inviting.
- 5) shall report on its work regularly to the Board of Directors.

### 9. Task Forces

#### A. Ministries Coordination and Cooperation

- 1) shall annually canvass/contact the churches, non-profit organizations, and government agencies in Marshall County to determine what areas of help are being offered, and to determine where the gaps are.
- 2) shall annually produce a brochure for clients of our ministries, listing the help available to them in Marshall County.

3) shall advise the Vision and Long-Term Development Committee about ministry development based on the help being offered in our community.

#### ARTICLE 7 PROGRAMS & MINISTRIES

Programs and ministries of Third Place Ministries are included in Addendum #1. These may change from year to year as the perceived needs of Marshall County are considered.

#### ARTICLE 8 RECORD KEEPING

Third Place Ministries shall keep correct and complete books and records of financial accounts and shall also keep minutes of the proceedings of its Board, and any committees and task forces having the authority of the Board of Directors. An annual review of the financial accounts of Third Place Ministries shall be made by a certified public accountant to be retained by the Board of Directors for that purpose. An audit shall be conducted as required to maintain tax exempt status and to comply with grant requirements.

#### ARTICLE 9 CONTRIBUTIONS AND DEPOSITORIES

##### Contributions

Any contributions, bequests or gifts made to Third Place Ministries accepted or collected by any director, officer, employee, or volunteer shall immediately be transferred to the Financial Secretary of Third Place Ministries. The Financial Secretary shall immediately deposit any such contributions, bequests or gifts in the manner designated by the Board of Directors.

##### Depositories

The Board of Directors, in consultation with the Finance Committee, shall determine what depositories shall be used by the corporation as long as depositories are located within the Commonwealth of Kentucky, county of Marshall, and are authorized to transact business by the Commonwealth of Kentucky.

#### ARTICLE 10 DISSOLUTION OF ASSETS

Upon the dissolution of the organization, all assets of the organization remaining after all liabilities and obligations of the organization have been paid, satisfied and discharged, will be transferred, conveyed, and distributed to the Purchase District (Memphis Conference).

If on the date of such proposed distribution, the Purchase District (Memphis Conference) 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 Purchase District (Memphis Conference) upon its dissolution.

If pursuant to the preceding paragraphs, 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 11 PROHIBITIONS AND LIMITATIONS

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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. Notwithstanding any other provision herein, this organization 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.

#### ARTICLE 12 AMENDMENTS

Any amendment of Articles 1-6 of these by-laws must be approved by the church council of each church of the cooperative ministry. The balance of these by-laws may be amended by addition or deletion or repealed with new by-laws adopted by a two-thirds vote of the Board of Directors after having been presented first at a previous properly-called meeting of the Board.

Any amendments to the following provisions shall require the approval of the Purchase District Superintendent.

- Article 3, "Purpose";
- Article 11, "Prohibitions and Limitations";
- Article 4, "Mission Statement";
- Article 6, paragraph 3.d. concerning election of board members
- Article 10, "Dissolution of Assets", and
- Article 12, "Amendments".

#### ARTICLE 13 AUTHORITY

All decisions, actions, and policies of the Board of Directors shall be in keeping with the current Book of Discipline of The United Methodist Church.

The rules contained in the current edition of Roberts Rules of Order shall govern the Board of Directors in all cases where they are applicable, and in which they are not inconsistent with these by-laws, any special rules of order the Board may adopt, or the Book of Discipline.

#### ARTICLE 14 CALENDAR YEAR

The tax year of Third Place Ministries shall be January 1 through December 31.



ARTICLE 15  
NON-DISCRIMINATION POLICY

Third Place Ministries shall provide all services in compliance with Title VI of the Civil Rights Act of 1964, to the effect that no person shall be denied services or participation in programs and activities conducted by Third Place Ministries on the basis of race, color, or national origin. In addition, in compliance with the Kentucky Civil Rights Act, no individual shall be denied services on the basis of disability, religion, age, gender, sexual orientation, gender identity, or marital status.