

# *Marketing & Communication Ministries*

## **Marketing & Communications**

### **Kathie Monroe, Marketing & Communications Secretary**

Communications and Marketing Ministries are committed to providing excellence to United Methodists and citizens of Kansas.

Staff continues to work on promotion of the conference mission and ministry funds. The third year of the four-year mission/ministry plan has been completed. District superintendents distributed the packets last fall. Packets included a DVD of short interpretive videos, bulletin inserts and brochures on the theme "Calling New Disciples."

Video conferencing continues to play an expanding role in the Kansas area. Adobe Connect, a web-based meeting application, is in use for meetings of the Chabadza Leadership Team and Taking Charge Webinars offered by the Center for Small Membership Churches.

A video conferencing system was donated to the Kansas Area Communications Office for use in the Kansas East and Kansas West conferences. Equipment has been located at the District Office in Hays, the Conference Office in Wichita and the Conference Office in Topeka. This equipment came from a generous donation from the United Methodist Health Ministry Fund. It has already been in use for meetings of the Nebraska-Kansas Area Transition Team's technical teams, the bishop and cabinet, and other meetings.

The Connection redesign continues with positive feedback on the new look. Facebook and Twitter use has placed Kansas West at the head of the pack in the use of social media. People are encouraged to repost things that you see and like and Communications and Marketing will continue to promote social networking.

A website and social media event is planned for Sept. 24. At this time, locations are still be evaluated. This workshop will be a day-long event led by Matt Carlisle and Sean McAtee, formerly with United Methodist Communications. Carlisle and McAtee have a passion for resourcing local churches for online ministry. Topics include a user-centered approach to web development, essentials of choosing web platforms and hiring contractors, project management and nurturing your web team, visual design essentials, exploring the essential tools of social media (blogging, Facebook and Twitter), developing a social media strategy and measuring success, shaping your social media message and listening to your social network.

## *Other Reports*

### **SOUTH CENTRAL JURISDICTION ANNUAL REPORT David Severe, Executive Director**

The Nineteenth Session of the South Central Jurisdiction will begin on Wednesday evening July 18, 2012 in Oklahoma City, OK. The conference will actually span the 17<sup>th</sup> through the 21<sup>st</sup>, with committee meetings on the 17<sup>th</sup> and 18<sup>th</sup>, and the opening worship and memorial service the evening of the 18<sup>th</sup> at St. Luke's UMC in Oklahoma City. Delegates and alternates are expected . . . visitors are welcome.

1 There will be 256 delegates, plus alternates. The number of delegates will be 40 fewer than in  
2 2008, due to additional Annual Conferences in the Central or international conferences. That  
3 means it will take 154 votes, if all delegates are present and voting, and all ballots are valid, to  
4 elect a new bishop.

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6 The Conference will be held near the Bricktown area of Oklahoma City, a great place for family  
7 fun. Also it will provide ample eating venues for delegates and friends.

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9 The Oklahoma Indian Missionary Conference and the Oklahoma Conference, co-hosts of the  
10 Conference, along with Bishop Robert Hayes, Jr., resident bishop, invite you to be in Oklahoma  
11 City in July of 2012.

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13 We thank you for your continued support of Lydia Patterson Institute, Mt. Sequoyah Assembly,  
14 the Wesley Foundation at SMU, and the Jurisdictional Administrative Office.

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17 **KANSAS AREA UNITED METHODIST RURAL FELLOWSHIP**  
18 **Ellie Foster, President KAUMRF**

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20 It has been a good year for the Kansas Area United Methodist Rural Fellowship. Our membership  
21 has remained steady and we are still one of the most active Rural Life Fellowship groups in the  
22 country. As we make plans for our Fellowship, we strive to keep in mind the stated purpose - to  
23 promote effective ministry and service in rural Kansas in the following ways. 1) To serve as an  
24 advocate for rural ministry, especially in the Annual Conference sessions. 2) To provide  
25 programming above and beyond the Annual Conference with emphasis on rural needs. 3) To  
26 work with Kansas Area Committees and Annual Conference Committees concerned with rural  
27 ministry on matters of mutual concern. 4) To promote cooperative/shared ministry in other areas  
28 as needed.

29  
30 We were privileged to have Ed Kail as our speaker for both Annual Conference banquets. Ed is  
31 the immediate past president of the national UMRF and currently serves as the Field Outreach  
32 Minister for the Southwest District of the Iowa Annual Conference. Ed provided us with inspiration  
33 as well as challenges.

34  
35 One of the highlights of the Banquets is always the presentation of the Awards of Merit. Those  
36 receiving the Awards of Merit in the Kansas West Conference were Carl Ellis (clergy) and Mollie  
37 Haberer (laity). In the Kansas East Conference the awards were presented to Shirley Edgerton  
38 (clergy) and Joe Edgerton (laity). In addition, the KAUMRF Grant in the Kansas East Conference  
39 was presented to the Elk Falls United Methodist Church for an outreach program with children.  
40 As we look to the future, we are exploring possibilities for reaching out to the Nebraska Annual  
41 Conference. We are also encouraging lay members of small membership churches to make  
42 every effort to be present at Annual Conference. This is especially important as decisions are  
43 made about who the General Conference delegates will be. It is important that rural United  
44 Methodists and small membership churches be represented as the direction of the United  
45 Methodist Church is shaped for the next quadrennium.

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**BYLAWS OF EMBERHOPE, INC.**  
**A Kansas Nonprofit Corporation**  
**501(c)(3) Public Charity**

**Purposes and Limitations**

The Corporation is organized and will be operated exclusively for charitable, religious, educational and scientific purposes within the meaning of Sections 501(c)(3), 170(c)(2)(B), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986, as amended or the corresponding section of any future United States Internal Revenue Law (the "Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described in Section 501(c)(3) and 170(c)(2) of the Code. The Corporation's purposes include, but are not limited to, any purposes set forth specifically in its Articles of Incorporation, as may from time to time be amended (the "Articles"), and will include promotion of community good through the provision of services that work with vulnerable populations needing health and or human services programming. The focus of all programming will be to improve the lives of those served in the community regardless of level of need or level of severity.

To further the Corporation's purposes and mission, the Corporation will have and exercise all of the powers conferred by the provisions of the Kansas General Corporation Code, as may from time to time be amended (the "KGCC"), not outside the scope of the Articles.

The Corporation's purposes shall include, but not be limited to promoting community good through the provision of services that work with vulnerable populations needing health and or human service programming. The focus of all programming will be to improve the lives of those served in the community regardless of level of need or level of severity.

No part of the net earnings of the Corporation may inure to the benefit of, or be distributable to its Directors, trustees, officers or other private persons, except that the Corporation will be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles.

No substantial part of the activities of the Corporation may be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation will 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 provisions herein, the Corporation will not carry on any activities not permitted to be carried on: (a) by an organization exempt from federal income tax under section 501(a) of the Code, as an organization described in section 501(c)(3) of the Code; (b) by a corporation operating as a supporting organization within the meaning of section 509(a)(3) of the Code; and/or (c) by an organization, contributions to which are deductible under sections 170(c)(2), 2055(a)(2) or 2522(a)(2) of the Code.

**Members**

Pursuant to § 17-6002 of the KGCC, as amended effective January 1, 2005, the Directors of the Corporation will be deemed to be "members" for all purposes of the KGCC for which action by members is required. The Corporation will have no other members.

**Board of Directors**

MANAGEMENT AND NUMBER. The property, business, and affairs of the corporation shall be governed according to policies set by a Board of Directors. A range of twelve (12) to eighteen (18) members shall constitute the Board of Directors: a) four of whom shall reside in the

1 Kansas West Conference of the United Methodist Church, b) four of whom shall reside in the  
2 Kansas East Conference of the United Methodist Church; c) four of whom shall be elected at  
3 large; d) the Bishop of the Kansas Area of the United Methodist Church; and e) Two (2) District  
4 Superintendents of the United Methodist Church, one (1) from the Kansas West Conference and  
5 one (1) from the Kansas East Conference, appointed by the Bishop, all of whom shall have  
6 voting power. Members of the Board of Directors shall also by virtue thereof be members of the  
7 corporation. Membership shall terminate upon the expiration of such member's term of  
8 appointment as director, without re-election, or upon such member's resignation or removal as a  
9 director under these Bylaws. Memberships in the corporation shall be nontransferable.

10 ELECTION. Except as otherwise provided herein, the Directors of the Corporation shall  
11 be elected upon being nominated by a Development Committee, upon receiving a majority vote of  
12 the members at a Board meeting, and approved by the appropriate annual conference of the  
13 United Methodist Church.

14 VACANCIES. Vacancies in newly created Directorships resulting from an increase in the  
15 authorized number of Directors may be filled by a majority of the Directors then in office, although  
16 less than a quorum. When one or more Directors shall resign from the Board of Directors,  
17 effective at a future date, a majority of the Directors then in office, including those who have so  
18 resigned, shall have power to fill such vacancy or vacancies, the vote thereon to take effect when  
19 such resignation or resignations shall become effective.

20 TERM. Directors shall assume office at the close of the annual meeting of the Board of  
21 Directors, or a special meeting at which their election is declared, and shall serve for a three (3)  
22 year term and thereafter until their successor shall have been duly elected by the Board.  
23 Directors may serve for up to three (3) consecutive terms.

24 The only exception to this regulation of terms shall be when the outgoing Board Chair  
25 shall have served three (3) complete terms, as that Director shall continue to serve until the  
26 succeeding Board Chair has completed the term of President.

27  
28 ATTENDANCE. Directors shall attend Board meetings regularly. Two (2) consecutive  
29 absences from Board meetings without notice shall be deemed an immediate resignation from  
30 the Board. Three (3) absences from the Board meetings during any one-year period, without  
31 notice, shall be deemed an immediate resignation from the Board.

32 PARTICIPATION. All Board Members shall be prepared for and participate in Board  
33 Meetings, special briefings, standing committees, ad hoc committees and policy-decision making.  
34 Board Members shall invest personal energy and skills in the purposes and objectives of the  
35 organization, and shall make themselves familiar with organizational documents.

36 RESIGNATION. Any Director may withdraw from the Board after fulfilling all obligations  
37 to it by giving written notice of such intention to the Secretary of the Board, which notice shall be  
38 presented to the Board by the Secretary at the first meeting after its receipt.

39 SUSPENSION/EXPULSION. A Director may be suspended for a period or expelled for  
40 violation of any of the Bylaws, or provisions of the Board Policy Manual, or conduct prejudicial to  
41 the best interests of the organization. Suspension or expulsion shall be by two-thirds vote of the  
42 membership of the Board, provided that notice of the proposed action and the time when and  
43 place where the Board will take action is given to the Director by registered mail to the Director's  
44 last known address at least fifteen days before final action is taken thereon. The Director shall be  
45 given an opportunity to present a defense at the time and place mentioned in the notice. This  
46 section shall not apply to Directors who are deemed to have resigned pursuant to Section 3.5  
47 above.

1 DUTIES OF DIRECTORS. The governance of the corporation shall be vested in the  
2 Board of Directors who shall have the following powers and duties, exercised in congruence with  
3 a Board Policy Manual adopted by the Board and amended from time to time:

- 4 A. To carry out its duties in a manner not inconsistent with “The Discipline of the  
5 United Methodist Church” and the laws of the State of Kansas. An annual report  
6 covering the conduct of the corporation shall be made to the sessions of the  
7 Kansas East Conference and Kansas West Conference of the United Methodist  
8 Church.
- 9 B. To give of their personal energy and skills to fulfill the mission of the organization  
10 through their interactions with each other, their communities, the organization’s  
11 stakeholders, and organization’s employees.
- 12 C. To maintain written policies reflecting the values and governance of the structure  
13 of the organization.
- 14 D. To represent the stakeholders of the organization in the exercise of its governing  
15 authority.
- 16 E. To conduct an annual Board self-appraisal in order to discipline itself and its  
17 efforts.
- 18 F. To hire and regularly evaluate the President/CEO.
- 19 G. To participate and assist in fund-raising efforts.
- 20 H. To maintain fiscal responsibility in a manner consistent with the governing  
21 structure.
- 22 I. To hold such meetings at such time and place as the Board of Directors deems  
23 proper.
- 24 J. To admit members and suspend or expel them by election.
- 25 K. To appoint committees for particular subjects from the members of the Board.
- 26 L. To devise and carry into execution such other measures as the Board deems  
27 consistent with the governing structure and expedient to promote the purposes of  
28 the corporation.
- 29 M. To make informed decisions and support such decisions once they have been  
30 resolved.

31  
32 ADMINISTRATION. The Board of Directors shall employ a President/CEO who is a  
33 member of the United Methodist Church or an acting member of a church in sympathy with the  
34 aims and ideals of the United Methodist Church, and endowed with personal characteristics,  
35 education and experience appropriate for carrying out the policies adopted by the Board, and who  
36 shall officially represent the Board of Directors in the management of the corporation. The  
37 President/CEO shall be given the necessary authority and held responsible for the administration  
38 of the corporation and all its departments, subject to the policies enacted by the Board of  
39 Directors and to such orders as may be issued by the Board. More specifically, the authority and  
40 duties of the President/CEO shall be contained in a written job description and approved by the  
41 Board of Directors. The President/CEO shall, unless otherwise directed by the Board, attend all  
42 Board and committee meetings as an ex-officio member of the Board, without any other warrant  
43 or appointment, and without the right to vote.

44 VESTED INTERESTS. Board members shall identify all conflicts of interest and cause  
45 the Board to resolve conflicts that are unacceptable. Board members shall have no direct or  
46 indirect financial interest in the assets or leases of the organization. No contact or transaction  
47 between this corporation and one or more of its Directors or officers, or between this corporation  
48 and any other corporation, partnership, association or other organization in which one or more of  
49 its Directors or officers are officers or Directors or have a financial interest, shall be void or  
50 voidable solely for this reason, or solely because the Director or officer is present at or  
51 participates in the meeting of the Board which authorizes the contract or transaction, or solely  
52 because his/her or their votes are counted for such purpose, if:

- 1 A. The material facts as to his/her relationship or interest as to the contract or  
2 transaction are disclosed or are known to the Board of Directors and the Board in  
3 good faith authorized the contract or transaction by the affirmative votes of a  
4 majority of the disinterested Directors even though the disinterested Directors be  
5 less than a quorum.  
6 B. The contract or transaction is fair as to the corporation as of the time it is  
7 authorized, approved or ratified by the Board of Directors.  
8

9 Any such contracts shall not be violative of the relevant prescriptions against use or  
10 application of organization funds or assets for private benefit. No contract, transaction or act shall  
11 be taken on behalf of the organization which would result in the denial of tax exemption under the  
12 Internal Revenue Code and its Regulations as they now exist or as they may be amended.  
13

14 This Corporation shall not have or exercise any power or authority either expressly, by  
15 interpretation, or by operation of law, nor shall it directly or indirectly engage in any activity that  
16 would prevent this Corporation from qualifying (and continuing to qualify) as an organization  
17 described in 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of  
18 any future United States Internal Revenue law). No substantial part of the activities of this  
19 corporation shall consist of carrying on propaganda or otherwise attempting to influence  
20 legislation, nor shall the corporation intervene in (including the publishing or distribution of  
21 statements) any political campaign on behalf of any candidate for public office.  
22

23 This corporation shall never be operated for the primary purpose of carrying on a trade or  
24 business for profit.  
25

26 No compensation or payment shall ever be paid or made to any member, officer, director,  
27 trustee, creator, or organizer of this corporation, or substantial contributor to it, except as an  
28 allowance for actual expenditures or services actually made or rendered to or for this corporation,  
29 and neither the whole nor any portion of the assets or net earnings, current or accumulated, of  
30 this corporation shall ever be distributed to or divided among any such persons; provided, further,  
31 that neither the whole nor any part or portion of such assets or net earnings shall ever be used  
32 for, accrue to, or inure to the benefit of any member or private individual within the  
33 meaning of 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of  
34 any future United States Internal Revenue law)."  
35

36 NEPOTISM. When a Board member has a relative on the staff of the organization,  
37 he/she will refrain from being part of any action involving financial expenditures which, in any  
38 way, relate to this staff person's responsibilities.

39 REIMBURSEMENT. Board members may be reimbursed for expenses incurred in  
40 performing official duties but no honorariums or fees for services will be paid.

41 MEETINGS. The annual business meeting of the Board of Directors and the other  
42 members of the corporation shall be held in September at the registered office of the corporation  
43 or at such other place as may be designated by the Board. There will be quarterly meetings of  
44 the Board of Directors. The time and place of these meetings shall be set at the annual meeting.  
45 Notice of the annual business meeting, and such regular meetings, shall be given by mail at least  
46 ten (10) days prior to said meeting. Special meetings of the Board of Directors or of the  
47 Executive Committee may be called by the direction of the Chair or by the Board of Directors  
48 upon the request of five members of the Board, provided notice of such meetings shall be given  
49 by mail at least five days prior to said meeting.

50 QUORUM. The meeting having been duly called on at least ten (10) days notice, or such  
51 notice being waived as set out in Section 3.16, the elected voting Directors present shall  
52 constitute a quorum.

1 WAIVER OF NOTICE. The notice required by these Bylaws may be waived by any  
2 Board member in writing, whether before or after the time stated for holding a meeting. The  
3 presence of any Board member at any meeting regularly called shall constitute a waiver by  
4 him/her of the notice of said meeting unless he/she shall specifically take exception thereof.  
5 Waiver of any notice of meeting by the Board shall be by vote of at least 50% of the members  
6 present.

7 MEETINGS BY TELEPHONE. Members of the Board of Directors of the corporation, or  
8 any committee designated by such board, may participate in a meeting of the Board of Directors  
9 by means of conference telephone or similar communications equipment, by means of which all  
10 persons participating in the meeting can hear one another, and such participation in a meeting  
11 shall constitute presence in person at the meeting.

12 ADJOURNMENT. A majority of the directors present may adjourn any directors meeting  
13 to meet again at a stated day and hour or until the time fixed for the next regular meeting of the  
14 Board.

#### 15 Committees

16 4.1 STANDING AND AD HOC COMMITTEES. The Board may designate, by  
17 resolution passed by a majority of the whole Board, one or more committees, each committee to  
18 consist of one or more of the Directors of the corporation. Standing committees appointed by the  
19 Board shall have committee chairs and membership appointed annually by the Board Chair. Ad  
20 hoc Committees may be appointed for specific, limited purposes, with the committee to disband  
21 when its assigned task or tasks are concluded. Committees shall have no executive or deciding  
22 authority, except when such authority has been specifically granted by the Board in a resolution. To  
23 the extent such authority is granted, any such committee, including Ad Hoc Committees, shall  
24 have and may exercise its powers in the governance of business and affairs of the corporation,  
25 and may authorize the seal of the corporation to be affixed to all papers which require it, but no  
26 such committee shall have the power or authority to reform or amend the Bylaws. Such  
27 committee or committees shall have such name or names that may be determined from time to  
28 time by resolution adopted by the Board.

29 4.2 EXECUTIVE COMMITTEE. The Executive Committee shall consist of the  
30 Board Chair, Secretary, and Past Board Chair and up to three Board members chosen by the  
31 Chair. The Executive Committee may act on behalf of the Board in all matters delegated to it by  
32 specific action of the Board, including urgent legal issues, urgent financial issues, and urgent  
33 personnel issues regarding the President/CEO, and annual evaluation and salary of the  
34 President/CEO. Any action taken by the Executive Committee between Board meetings shall be  
35 reported to the full Board at the next scheduled meeting, or at a special meeting called for that  
36 purpose. Three members shall constitute a quorum for the transaction of business.

37 4.3 BOARD DEVELOPMENT COMMITTEE. The Board Development  
38 Committee shall consist of three or more Board members appointed annually by the Board Chair.  
39 The Board Development Committee shall be responsible for nominating a Board Chair,  
40 nomination of Board members, recommending criteria for selection of Board members,  
41 providing orientation and ongoing training to Board members, reviewing participation of Board  
42 members, recommending action regarding nonparticipating members, and recommending  
43 suspension or expulsion of members. Upon approval of Board nominees, the Board  
44 Development Committee will offer names of nominees to the appropriate Annual Conference of  
45 the United Methodist Church for approval. The Board Development Committee will endeavor to  
46 maintain a Board which is geographically representative of the organization's constituency.

47 4.4 FINANCE COMMITTEE. The Finance Committee shall consist of three or  
48 more Board members appointed annually by the Board Chair. The Finance Committee shall be

1 responsible for outlining acceptable limits for asset control and fiscal risk, and shall adopt and  
2 implement a Finance Policy and Guideline for that purpose. The Committee may act on behalf of  
3 the Board in all matters delegated to it by the Board, including oversight of significant purchases  
4 or sales of property, and investment of funds. The Committee shall arrange for an annual  
5 external audit of finances by an independent firm of Certified Public Accountants recommended  
6 by the Committee and approved by the Board.

7  
8 4.5 COMMITTEE VACANCIES. The Chair is empowered to fill any committee  
9 vacancies.

10  
11 4.6 MEETINGS BY CONFERENCE TELEPHONE OR SIMILAR  
12 COMMUNICATIONS EQUIPMENT. Members of a committee may participate in a meeting of the  
13 committee by means of conference telephone or similar communications equipment whereby all  
14 persons participating in the meeting can hear each other, and participation in a meeting in this  
15 manner will constitute presence in person at the meeting.

## 16 17 18 OFFICERS

19 5.1 OFFICERS. The officers of the corporation shall be a Chair and Secretary.

20  
21 5.2 ELECTION AND TERM. The Board of Directors shall annually elect the  
22 Chair and Secretary of the corporation six months prior to the annual meeting of the Board with  
23 the elected officers to begin their service at the annual meeting of the Board. An officer who has  
24 been elected but has not yet begun his/her service shall have the title "Chair Designate" or  
25 "Secretary Designate." Such officers shall hold office until their successors are elected and  
26 qualified or until their earlier resignation or removal. Officers shall have a maximum term limit of  
27 two (2) years.

28  
29 5.3 REMOVAL. Either officer elected by the Board may be removed at any time  
30 by an affirmative vote of a majority of the entire Board.

31  
32 5.4 VACANCIES. In case either office shall become vacant by reason of death,  
33 resignation, removal or otherwise, the directors then in office, even though less than a majority of  
34 the entire Board may be a majority vote of those voting, choose a successor or successors for the  
35 unexpired term.

### 36 37 General Provisions

38 CONTRACTS. The Board may authorize any officer or officers, agent or agents, to enter  
39 into any contract or execute and deliver any instrument in the name of and on behalf of the  
40 Corporation, and such authority may be general or confined to specific instances.  
41 Notwithstanding the foregoing, unless otherwise limited by the Board, the President of the  
42 Corporation will have the power and authority to execute on behalf of and bind the Corporation  
43 with respect to contracts in the ordinary course of the Corporation's business and activities.

44 LOANS. No loans may be contracted on behalf of the Corporation and no evidences of  
45 indebtedness may be issued in its name unless authorized by the Board. Such authority may be  
46 general or confined to specific instances. The Corporation is prohibited from making loans  
47 (excluding advances made for legal defense made pursuant to Article VII) to its Directors or  
48 officers under any circumstances.

49 CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payment of money,  
50 notes or other evidences of indebtedness issued in the name of the Corporation will be signed by  
51 such officer or officers, agent or agents of the Corporation and in such manner as may from time  
52 to time be determined by the Board.

1 DEPOSITS. All funds of the Corporation will be deposited from time to time to the credit  
2 of the Corporation in such banks, trust companies or other depositories as the Board may select.

3 CUSTODIANS. The Board may from time to time designate a bank, trust company or  
4 depository as custodian of the funds and properties of the Corporation, which custodian will  
5 maintain a record of all receipts, expenditures, income and expenses of the Corporation and/or  
6 perform such ministerial duties as the Board by written direction may instruct. The custodian may  
7 receive fees for its services as may from time to time be agreed upon by the Board and the  
8 custodian.

9 AGENTS AND ATTORNEYS. The Board may appoint such agents, attorneys and  
10 attorneys-in-fact of the Corporation as it may deem proper, and may, by written power of attorney,  
11 authorize such agents, attorneys or attorneys-in-fact to represent it and for it and in its name,  
12 place and stead, and for its use and benefit to transact any and all business which said  
13 Corporation is authorized to transact or do by the Articles, and in its name, place and stead, and  
14 as its corporate act and deed, to sign, acknowledge and execute any and all contracts and  
15 instruments, in writing necessary or convenient in the transaction of such business as fully to all  
16 intents and purposes as said Corporation might or could do if it acted by and through its regularly  
17 elected and qualified officers.

18 FISCAL YEAR. The Board will have the power to fix and from time to time change the  
19 fiscal year of the Corporation. In the absence of contrary action by the Board, the fiscal year of  
20 the Corporation will begin on the first day of July in each year and end on the last day of June in  
21 each year.

22 INTERPRETATION. The terms "include," "including" and similar terms shall be  
23 construed as if followed by the phrase "without being limited to." The term "or" has, except where  
24 otherwise indicated, the inclusive meaning represented by the phrase "and/or." The words  
25 "hereof," "herein," "hereby," "hereunder," and similar terms in these Bylaws refer to these Bylaws  
26 as a whole and not to any particular provision or section of these Bylaws. The masculine gender,  
27 when used in these Bylaws, will be deemed to include the feminine.

28 ELECTRONIC COMMUNICATIONS AND SIGNATURES. Electronic communications,  
29 records and signatures may be used in connection with all matters contemplated by these Bylaws  
30 except to the extent prohibited by applicable law. Except as may be specifically set forth herein,  
31 the parties may use and rely upon electronic communications, records and signatures for all  
32 notices, waivers, consents, undertakings and other documents, communications or information of  
33 any type sent or received in connection with the matters contemplated by these Bylaws. An  
34 electronically transmitted (but not oral) document will be deemed to satisfy any requirement under  
35 these Bylaws or applicable law that such document be "written," "in writing" or the like. An  
36 electronic signature or electronically transmitted signature by any person on any document  
37 (properly authenticated) will be deemed to satisfy any requirement under these Bylaws or  
38 applicable law that such document be "signed" or "or executed" by such person. An electronic  
39 transmittal or communication (but not oral) of a document will constitute delivery of such  
40 document. None of the Corporation, any Director or Member may contest the authorization for, or  
41 validity or enforceability of, electronic records and electronic signatures, or the admissibility of  
42 copies thereof, under any applicable law relating to whether certain agreements, files or  
43 electronic records are to be in writing or signed by the party to be bound thereby.

#### 44 **Indemnification of Officers and Directors**

45 The Corporation will indemnify and protect any Director, officer, employee or agent of the  
46 Corporation, or any person who serves at the request of the Corporation as a Director, officer,  
47 employee, member, manager or agent of another corporation, partnership, limited liability  
48 company, joint venture, trust, employee benefit plan or other enterprise, for any threatened or  
49 pending action, suit or proceeding, by reason of the fact that such person is or was serving in

1 such capacity, against expenses judgments, and amounts paid in settlement actually and  
2 reasonably incurred by such person in connection with such action, suit or proceeding, including  
3 attorneys fees, to the fullest extent permitted by the laws of the State of Kansas.  
4

5 **Property Devoted to Corporate Purposes**

6 All income and properties of the Corporation will be devoted exclusively to the purposes as  
7 provided in the Articles and these Bylaws. The Board may adopt such policies, regulations and  
8 procedures governing the management and/or disbursement of funds for such purposes as in its  
9 opinion are reasonably calculated to carry out such purposes as set forth in the Articles and these  
10 Bylaws.  
11

12 **Amendments**

13 These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted, by the  
14 affirmative vote of a majority of all Directors then in office at a meeting of the Board called for that  
15 purpose, and, if applicable, by approval of a majority of the voting interests held by all Voting  
16 Members at a meeting of the Voting Members called for that purpose. The Bylaws and any  
17 amendment must be subject to approval by the Annual Conference; including the Bishop and  
18 Directors of Correctional Ministries.  
19

20 **CERTIFICATION**

21  
22 The undersigned, being the \_\_\_\_\_ of EmberHope, Inc., a Kansas nonprofit  
23 corporation, hereby certifies that the foregoing Bylaws are the duly adopted Bylaws of the  
24 Corporation.  
25

26 Effective Date: \_\_\_\_\_

Signature: \_\_\_\_\_

27  
28 Printed Name: \_\_\_\_\_

29  
30 Title: \_\_\_\_\_  
31  
32