



Johnstown United Methodist Parish

"Strengthening Johnstown through Our Commitment to Christ"

Charter & By Laws

Approved: March 27, 2006

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Charter

Our Covenant

As members of the Johnstown United Methodist Parish, having accepted God's call to minister to our congregations and to the people of The Greater Johnstown Area, we covenant with God and with one another to serve the Lord and this community with God's help, to deepen our obedience to His commandments, to love the Lord our God with all our heart, soul, mind and strength, and to love our neighbors as ourselves. In affirmation of this covenant, we declare our common faith and pledge to faithfully support our common mission, our goals and our ministries to the people of the Greater Johnstown Area. As a further affirmation of our commitment, we covenant with one another to support and uphold one another in prayer, and to do all within our power to fulfill God's plan and purpose for the Greater Johnstown Area.

Our Common Faith

1. We believe in the triune God-Father, Son, and Holy Spirit. This confession embraces the biblical witness to God's activity in creation, encompasses God's gracious self-involvement in the dramas of history, and anticipates the consummation of God's reign.
2. We believe the created order is designed for the well being of all creatures and as the place of human dwelling in covenant with God. As sinful creatures, however, we have broken that covenant, become estranged from God, wounded ourselves and one another, and wreaked havoc throughout the natural order. We stand in need of redemption.
3. We hold in common a faith in the mystery of salvation in and through Jesus Christ. At the heart of the gospel of salvation is God's incarnation in Jesus of Nazareth. Scripture witnesses to the redeeming love of God in Jesus' life and teachings, his atoning death, his resurrection, his sovereign presence in history, his triumph over the powers of evil and death, and his promised return. Because God truly loves us in spite of our willful sin, God judges us, summons us to repentance and our personal acceptance of Jesus Christ, pardons us, receives us by that grace given to us in Jesus Christ, and gives us hope of life eternal.
4. We share the Christian belief that God's redemptive love is realized in human life by the activity of the Holy Spirit, both in personal experience and in the community of believers. This community is the church, which the Spirit has brought into existence for the healing of the nations.
5. We believe that through faith in Jesus Christ we are forgiven, reconciled to God, and transformed as people of the new covenant.
6. We believe that "Life in the Spirit" involves diligent use of the means of grace such as praying, fasting, and inward searching in solitude. It also encompasses the communal life of the church in worship, mission, evangelism, service, and social witness.

7. We understand ourselves to be part of Christ's universal church when by adoration, proclamation, and service we become conformed to Christ. We are initiated and incorporated into this community of faith by baptism, receiving the promise of the Spirit that recreates and transforms us.
8. We pray and work for the coming of God's realm and reign in the world and rejoice in the promise of everlasting life that overcomes death and the forces of evil.
9. We recognize that the reign of God is both a present and future reality. The church is called to be that place where the first signs of the reign of God are identified and acknowledged in the world. Wherever persons are being made new creatures in Christ, wherever the insights and resources of the gospel are brought to bear on the life of the world, God's reign is already effective in its healing and renewing power.
10. We look to the end time in which God's work will be fulfilled. This prospect gives us hope in our present actions as individuals and as the Church. This expectation saves us from resignation and motivates our continuing witness and service.
11. We recognize the authority of Scripture in matters of faith, the confession that our justification as sinners is by grace through faith, and the sober realization that the church is in need of continual reformation and renewal.
12. We affirm the general ministry of all baptized Christians who share responsibility for building up the church and reaching out in mission and service to the greater Johnstown community and the world.
13. We believe in the essential oneness of the church in Christ Jesus. Our unity is affirmed in joint ventures of ministry and cooperation in the name of Christ for the betterment of the Greater Johnstown Area and the redemption of the lost.
14. We believe that, as United Methodists, our Wesleyan heritage calls us to a ministry of evangelical faith, scriptural holiness, and social action focused on the improvement of the human condition at whatever the cost. Personal salvation always involves Christian mission and service to the world. By joining heart and hand, we assert that personal faith, evangelical witness, and Christian social action are reciprocal and mutually reinforcing.
15. We are committed to a ministry partnership for the enrichment of the Greater Johnstown Area, the improvement of the quality of life for our citizens, and the proclamation of the gospel of Jesus Christ through word and deed.

Our Mission

The mission of the Johnstown United Methodist Parish is to improve the quality of life of the citizens of the Greater Johnstown Area, by identifying and meeting the spiritual and physical needs of the men, women, youth and children of Johnstown to the best of our abilities that they may experience the redeeming love of Jesus Christ.

Our Goals

The ministry goals of the Johnstown United Methodist Parish are to:

- provide the men, women, youth and children of the Greater Johnstown Area with opportunities to encounter the message of the gospel of Jesus Christ
- model the unity of the church of Jesus Christ as a professional service organization of the Greater Johnstown Area
- identify and meet the spiritual and physical needs of the people of the Greater Johnstown Area through partnership with our community leaders and other community agencies
- uphold and support the ministries of First United Methodist Church of Johnstown, Franklin Street United Methodist Church of Johnstown, Trinity United Methodist Church of Johnstown, and Trinity Asbury United Methodist Church of Johnstown through our prayers, our presence, our gifts, and our service.

Our Organization

Communities Served: The Johnstown United Methodist Parish is a community service organization serving the Greater Johnstown Area, focusing its ministry in Downtown Johnstown, Kernville, Old Conemaugh Borough, Prospect, Woodvale.

Membership: The Johnstown United Methodist Parish is a non-profit professional service organization consisting of the members of First United Methodist Church of Johnstown, Franklin Street United Methodist Church of Johnstown, Trinity United Methodist Church of Johnstown, and Trinity Asbury United Methodist Church of Johnstown and members of the communities served as designated by action of the respective local church councils and church/charge conferences. Elected and appointed officers and representatives are expected to participate in and support the organization's activities, including: approved ministries, community service programs and projects, mission and community ministries, seasonal worship services, various ministries and programs. Member Churches annually affirm their membership in the organization by action of their respective church/charge conferences. By action of the member churches' church/charge conference, each member church agrees to adhere to the organizations charter and the bylaws of the corporation and affirm the organization's common faith and covenant.

Bylaws: The Bylaws of Johnstown United Methodist Parish. Inc. as adopted at the time of incorporation and/or legally amended shall be the governing authority for the operation of the corporation. The operational organization detailed in this charter shall not supercede or nullify the requirements detailed in the Bylaws of the corporation or the limits and restrictions of the current Book of Discipline of the United Methodist Church.

Board of Directors:

1. There shall be a Board of Directors nominated by the Church/Charge Conferences of the member United Methodist Churches and elected by the membership at the annual meeting of the corporation consisting of no less than eleven and no more than nineteen voting members. The election of the Board of Directors shall be ratified by action of the Church Councils of the member United Methodist Churches. The Board of Directors shall consist of:
 - a. Up to Two (2) members and the appointed pastor(s) of First United Methodist Church of Johnstown, PA.,
 - b. Up to Two (2) members and the appointed pastor(s) of Franklin Street United Methodist Church of Johnstown, PA.,
 - c. Up to Two (2) members and the appointed pastor(s) of Trinity United Methodist Church of Johnstown, PA.,
 - d. Up to Two (2) members and the appointed pastor(s) of Trinity Asbury United Methodist Church of Johnstown, PA.,
 - e. the Johnstown District Superintendent of the Western Pennsylvania Conference of United Methodist Church,
 - f. Up to Five (5) members at large from the Greater Johnstown area, and
 - g. other members as determined by the Board of Directors.
2. The business and affairs of this corporation, including the election of officers to carry out the corporation's mission, shall be managed by the Board of Directors, who shall be natural persons of full age and residents of the Commonwealth of Pennsylvania.
3. In discharging the duties of their respective positions, the Board of Directors and individual officers may, in considering the best interests of the corporation, consider the effects of any action upon members, upon suppliers and customers of the corporation and upon communities in which offices or other establishments of the corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of this section.
4. In addition to the powers and authorities expressly conferred upon them by the Bylaws of the corporation within the restrictions of the United Methodist Church Book of Discipline, the Board of Directors may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by this charter or by the Bylaws directed or required to be exercised or done.
5. The Board of Directors may declare vacant any office if the office holder is declared of unsound mind by an order of court or is convicted of a felony, or if within sixty days after notice of his/her selection, he/she does not accept such office either in writing or by attending a meeting of the Johnstown United Methodist Parish, and fulfill such other requirements of qualification as the Bylaws may specify.
6. If the office of any officer or agent, one or more, becomes vacant for any reason, the Board of Directors may choose a successor or successors, who shall hold office for the unexpired term in respect of which such vacancy occurred.
7. Vacancies in the Board of Directors shall be filled by election by a majority of the members present at a duly called meeting and each person so elected shall serve until his/her successor is elected.

8. Professing members of any of the four member United Methodist churches may attend any and all meetings of the Board of Directors with voice but without vote.

Officers:

1. The officers of the corporation shall be members of the Board of Directors. They shall be nominated by the Board of Directors and elected by the members of the corporation, and shall be a President, Vice President, Secretary, Treasurer, Executive Director and such other officers and assistant officers as the needs of the corporation may require. The President and Secretary shall be natural persons of full age; the Treasurer, however, may be a corporation, but if a natural person, shall be of full age. They shall hold their offices for a term of one year and shall have such authority and shall perform such duties as are provided by the Bylaws and as shall from time to time be prescribed by the members. No person shall hold more than one office. The corporation may secure the fidelity of any or all such officers by bond or otherwise.
2. Any officer or agent may be removed by vote of the members of the Board of Directors or the membership whenever it is judged that the best interests of the corporation will be served thereby but such removal shall be without prejudice to the contract rights of any person so removed.
3. The President shall be the chief executive officer of the corporation and Chairperson of the Board of Directors; he/she shall preside at all meetings of JUMP and the Board of Directors; he/she shall have general and active management of the affairs of the corporation; shall see that all orders and resolutions of the JUMP are carried into effect, subject, however, to the rights of the members to delegate any specific powers, except such as may be by statute exclusively conferred on the President, to any other officer or officers of the corporation. He/She shall execute bonds, mortgages and other documents requiring a seal, under the seal of the corporation. He/She shall be EX-OFFICIO a member of all committees and shall have the general powers and duties of supervision and management usually vested in the office of President.
4. The Vice President or other board member designated by action of the Board of Directors shall act in all cases for and as the President in the latter's absence or incapacity, and shall perform such other duties as he/she may be required to do from time to time.
5. The Secretary shall attend all sessions and all meetings of the members and act as clerk thereof, and ensure that all the votes of the corporation and the minutes of all its transactions are recorded in a book to be kept for that purpose; and shall perform like duties for all committees when required. He/She shall give, or cause to be given, notice of all meetings, and shall perform such other duties as may be prescribed by the JUMP or President, under whose supervision he/she shall be. He/She shall keep in safe custody the corporate seal of the corporation, and when directed by the Board, authorize the same to be affixed to any instrument requiring it.
6. The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation, and shall keep the moneys of the corporation in a separate account to the credit of the corporation. He/She shall disburse the funds of the corporation as may be ordered by the JUMP, taking proper vouchers for such disbursements, and shall render to the President, Board of Directors and members, at the regular meeting, or whenever they may require it, an account of all his/her transactions as Treasurer and of the financial condition of the corporation.

7. The Executive Director shall be the chief administrative officer and responsible for oversight of the day to day administration of the business and management of the corporation. The Executive Director shall be one of the pastors appointed to one of the member churches. He/She shall be EX-OFFICIO a member of all committees and shall have the general powers and duties of supervision, management and administration as directed by the President and/or specifically directed by the Board of Directors.
8. An officer or member of the corporation shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:
 - a. The officer/member has breached or failed to perform the duties of his/her office.
 - b. The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

Meetings:

1. Under the direction of the Board of Directors, Johnstown United Methodist Parish (JUMP) meetings may be held at such times and at such place or places within the Commonwealth of Pennsylvania or elsewhere, as a majority of the members may from time to time appoint, or as may be designated in the notice calling the meeting.
2. Written or personal notice of every meeting of the JUMP shall be given to each board member at least two (2) days prior to the day named for the meeting.
3. Board members present at an announced meeting shall constitute a quorum for the transaction of business and the acts of a majority of the board members present at a meeting shall be the acts of the JUMP. Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by all of the members of the Board of Directors and shall be filed with the JUMP Secretary.
4. The Board of Directors may, by a majority vote of the members present, establish one or more committees to consist of one or more members of the corporation. Committee members shall be appointed and shall serve at the pleasure of the Board of Directors. Committees shall serve to make recommendations to the JUMP or the Board of Directors, and shall have no power or authority in and of themselves.

Books and Records

1. The corporation shall keep an original or duplicate record of the proceedings of regular JUMP Board of Directors and corporation meetings, the original or a copy of its Charter and Bylaws, including all amendments thereto to date, certified by the secretary of the corporation. The corporation shall also keep appropriate, complete and accurate books or records of account. The records provided for herein shall be maintained by the secretary and/or the treasurer of the corporation. Copies of these records will be available to each member church.
2. Every member shall, upon written demand under oath stating the purpose thereof, have a right to examine, in person or by agent or attorney, during the usual hours for business for any proper purpose, books and records of account, and records of the proceedings of the JUMP, and to make copies or extracts there from.

3. A proper purpose shall mean a purpose reasonably related to the interest of such person as a member. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the demand under oath shall be accompanied by a power of attorney or such other writing, which authorized the attorney or other agent to so act on behalf of the member. The demand under oath shall be directed to the corporation at its registered office in the Commonwealth of Pennsylvania or at its principal place of business wherever situated.

Transaction of Business

1. Funding of the organization will be in accordance with all laws, regulations and directives applicable to non-profit organizations in Pennsylvania. Financial support will be solicited and raised by methods and programs approved by the Board of Directors and in keeping with the limitations and restrictions applicable to United Methodist churches and organizations.
2. The corporation shall make no purchase of real property nor sell, mortgage, lease away or otherwise dispose of its real property, unless authorized by a vote of two-thirds of all members. If the real property is subject to a trust the conveyance away shall be free of trust and the trust shall be impinged upon the proceeds of such conveyance.
3. Whenever the lawful activities of the corporation involve among other things the charging of fees or prices for its services or products, it shall have the right to receive such income and, in so doing, may make an incidental profit. All such incidental profits shall be applied to the maintenance and operation of the lawful activities of the corporation, and in no case shall be divided or distributed in any manner whatsoever among the members or officers of the corporation.
4. All checks or demands for money and notes of the corporation shall be signed by such officer or officers as the Board of Directors may from time to time designate.

Annual Report

1. The President shall, after the end of the fiscal year, present or cause to be presented, to the members and the member churches a report, showing in appropriate detail the following:
 - a. The assets and liabilities, including the trust and endowment funds, of the corporation as of the end of the fiscal year immediately preceding the date of the report.
 - b. The principal changes in assets and liabilities including trust funds, during the year immediately preceding the date of the report.
 - c. The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the corporation.

- d. The expenses or disbursements of the corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the corporation.
2. This annual report shall be filed with the minutes of the JUMP meetings.

Notices

1. Whenever written notice is required to be given to any person, it may be given to such person, either personally or by sending a copy thereof by first class mail, postage prepaid, to his/her address appearing on the books of the corporation, or, in the case of members, supplied by him/her to the corporation for the purpose of notice. If the notice is sent by mail, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by statute or the Bylaws. When a special meeting is adjourned it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.
2. Whenever any written notice is required to be given under the provisions of this charter or Bylaws of this corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except as otherwise required by statute, neither the business to be transacted at nor the purpose of a meeting need be specified in the waiver of notice of such meeting. In the case of a special meeting of members such waiver of notice shall specify the general nature of the business to be transacted. Attendance of a member at any meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

Miscellaneous Provisions:

One or more persons may participate in a meeting of the JUMP Board of Directors by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

**BYLAWS
OF
JOHNSTOWN UNITED METHODIST PARISH, INC.**

ARTICLE ONE – ORGANIZATION

The organization shall have a seal, which shall be in the following form

(SEAL)

The organization shall be known as Johnstown United Methodist Parish, Inc. (The “Corporation”) The organization shall be an affiliate organization of the Western Pennsylvanian Annual Conference of the United Methodist Church. Said organization is organized exclusively for charitable, religious, educational, and 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 corresponding section of any future federal tax code.

ARTICLE TWO – MISSION

The mission of the Johnstown United Methodist Parish is to improve the quality of life of the citizens of the Greater Johnstown Area, by identifying and meeting the spiritual and physical needs of the men, women, youth and children of Johnstown to the best of our abilities that they may experience the redeeming love of Jesus Christ.

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 rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause thereof. 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 any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any other federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future tax code.

ARTICLE THREE – MEMBERSHIP

The Johnstown United Methodist Parish is a non-profit community service organization consisting of the members of First United Methodist Church of Johnstown, Franklin Street United Methodist Church of Johnstown, Trinity United Methodist Church of Johnstown, Trinity Asbury United Methodist Church of Johnstown and members of the communities served as designated by action of the respective local church councils and church/charge conferences. Member churches annually affirm their membership in the organization by action of their respective church/charge conferences.

ARTICLE FOUR – MEETINGS

The annual membership meeting of this organization shall be held at a time and place designated by the Board of Directors. The Secretary of the Corporation shall cause to be mailed to the board members in good standing at their address appearing in the membership roll book of this organization a notice telling the time and place of such annual meeting. Members shall be notified by public announcement at each of the member churches.

Those members present at the meeting shall constitute a quorum and shall be necessary to conduct the business of this organization; but the members present may adjourn the meeting for a period of not more than two (2) weeks from the date scheduled by these Bylaws. The Secretary shall then cause a notice of this re-scheduled meeting to be sent to the board members.

The President of the Board of Directors may call special membership meetings of this organization when he/she deems it for the best interest of the organization. Notices of such meetings shall be mailed to the board members at their addresses as

they appear in the membership roll book at least fourteen (14) days but not more than thirty (30) days before the scheduled date set for such special meeting. Such notice shall state the reasons for such meeting and by whom called. The president must issue two public notices in the member churches to the members of the Corporation prior to the membership meeting of this organization.

At the request of a majority of the members of the Board of Directors or a majority of the members of the Corporation the president shall cause a special membership meeting to be called but such request must be made in writing at least twenty (20) days before the requested special meeting date.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

ARTICLE FIVE – VOTING

Unless otherwise required, voting at all meetings shall either be by voice or by a show of hands.

ARTICLE SIX – BOARD OF DIRECTORS

There shall be a Board of Directors nominated by the Church/Charge Conferences of the member United Methodist Churches and elected by the membership at the annual meeting of the corporation. The election of the Board of Directors shall be ratified by action of the Church Councils of the member United Methodist Churches. The business of this organization shall be managed by a Board of Directors whose membership is further described in these Bylaws.

Terms of office for each seat on the board, except for the first and second year of existence of the organization, shall be two (2) years. If elected, any member may serve additional terms following the initial term for which he/she was chosen.

Vacancies on the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year in which the vacancy occurred at which time the seat shall be filled for the remaining length of its term by action of the membership at the annual meeting. No such vacancy shall exist more than thirty (30) days.

Board members present at an announced meeting shall constitute a quorum for the transaction of business and the acts of a majority of the board members present at a meeting shall be the acts of the JUMP. Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by all of the members of the Board of Directors and shall be filed with the JUMP Secretary. The meetings of the Board of Directors shall be held as designated by the Board of Directors.

ARTICLE SEVEN – OFFICERS

Officers shall be elected by the members of the Board of Directors at its organizational meeting. Officers' term of office shall be for a period of one year.

The President of the Board of Directors shall by virtue of his/her office be the President of the organization. The President shall preside at all membership and Board of Directors meetings.

The President shall present at each annual membership meeting of the organization a full and complete annual report of the work of the organization for the past year along with plans for the ensuing year.

The Vice President or other board member designated by action of the Board of Directors shall act in all cases for and as the President in the latter's absence or incapacity, and shall perform such other duties as he/she may be required to do from time to time.

ARTICLE EIGHT – COMMITTEES

The President/Chairperson of the Board of Directors shall appoint all committees of this organization and their term of office shall be for a period of one year or less if terminated by the action of the Board of Directors. No committee shall have fewer than three (3) members.

ARTICLE NINE – AMENDMENTS

These Bylaws may be altered, amended, repealed or added to by an affirmative vote of not less than a majority of the members of the Corporation present and constituting a quorum at any duly called and conducted membership meeting.

These Bylaws shall at all times be in conformance with all provisions found in the Articles of Incorporation of the organization and the Book of Discipline of the United Methodist Church. Amendments to these ByLaws will be ratified by action of the Church/Charge Conferences of the member United Methodist Churches.

ARTICLE TEN – FISCAL YEAR

The fiscal year of the organization shall be from January 1 through December 31 of each year.

ARTICLE ELEVEN - MISCELLANEOUS

If for any reason the Corporation shall be abandoned, discontinued, or cease to exist as a legal entity, all property, both real and personal shall be vested equally and become the property of all or any of the following churches still in existence: (1) the First United Methodist Church of Johnstown, PA, (2) the Franklin Street United Methodist Church of Johnstown, PA; (3) the Trinity United Methodist Church of Johnstown, PA, and (4) the Trinity Asbury United Methodist Church of Johnstown, PA. If all of the above institutions are no longer operational at the time when the Corporation shall be abandoned, discontinued, or cease to exist as a legal entity, then all property, both real and personal shall be vested and be the property of the Western Pennsylvania Annual Conference of the United Methodist Church, all of which are qualified under § 501(c)(3) of the Internal Revenue Code.

Upon the dissolution of the organization, assets shall be distributed for one or more of the purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principle office of the organization 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.