

# BYLAWS OF THE WESLEY WORKS EDITORIAL PROJECT

## ARTICLE I: OFFICES

**Section 1. Principal Office:** The principal office of the corporation shall be located at The Divinity School of Duke University, Durham, North Carolina.

**Section 2. Registered Office:** The registered office of the corporation required by law to be maintained in the State of North Carolina may be, but need not be, identical with the principal office.

**Section 3. Other Offices:** The corporation may have offices at such other places, either within or without the State of North Carolina, as the Board of Directors may from time to time determine or as the affairs of the corporation may require.

## ARTICLE II: SPONSORS

**Section 1. Sponsorship:** The corporation exists primarily because of the concern and/or financial support of various divinity or theological schools, religious commissions, organizations, or associations, which shall be referred to collectively as “sponsors” and individually as “sponsor”.

**Section 2. Qualifications:** The list of sponsors may vary from time to time, but they shall always be tax-exempt religious organizations.

- (a) The sponsors shall be committed to the corporation’s purposes stated in its Articles of Incorporation.
- (b) The sponsors should, when possible, also be committed to the corporation’s financial support (the current minimum level of support is \$2,500 annually).

**Section 3. List of sponsors:** The sponsors shall include the five sponsoring seminaries (School of Theology at Boston University, The Theological School of Drew University, The Divinity School of Duke University, Candler School of Theology at Emory University, and Perkins School of Theology at Southern Methodist University), The Commission on Archives and History of The United Methodist Church, The Division of the Ordained Ministry of the Board of Higher Education and Ministry of The United Methodist Church, The Conference of the Methodist Church of Great Britain, The World Methodist Council, and Abingdon Press of The United Methodist Publishing House.

**Section 4. Rights and Privileges:** The rights, privileges, and responsibilities of the sponsors shall be as specifically enumerated hereinafter in these Bylaws.

## **ARTICLE III: DIRECTORS**

**Section 1. General Powers:** The business and affairs of the corporation shall be managed by the Board of Directors. Without limiting the generality of the foregoing, the Board of Directors shall

- (a) determine policy respecting all matters of business and finance;
- (b) review and approve editorial policy, procedures, and the work of the Editorial Board as reported by the General Editor;
- (c) negotiate with Abingdon Press of The United Methodist Church Publishing House of Nashville, Tennessee, or such other publisher with whom the Board of Directors may from time to time contract, on all matters pertaining to finance, royalties, conditions of publication, and promotions;
- (d) solicit funding for the projects; and
- (e) authorize disbursement of funds through its Treasurer.

**Section 2. Number, Election, and Tenure:** The number of Directors shall be no less than five (5) and no more than fifteen (15), as determined by a majority vote of the corporation's Directors at each annual meeting.

- (a) Each sponsoring organization shall elect or appoint from their group a Director, who is then confirmed by the Board of Directors and whose term shall be at the pleasure of the sponsor.
- (b) One of the corporation's Directors shall be an active Bishop of The United Methodist Church, elected by the corporation's Board of Directors during the year of the regular General Conference, whose term shall be for the respective quadrennium following their election.
- (c) Two (2) of the Directors shall be "at large" and shall be persons with interest in and commitment to The Wesley Works Editorial Project. They shall be elected in the middle of the quadrennium for terms of four (4) years by the Directors of the corporation.
- (d) The corporation may elect such other representatives of institutions or agencies and also individuals as Directors (up to the limit of fifteen [15] total Directors), as the Board of Directors may from time to time determine, with terms of four (4) years.
- (e) The General Editor and Associate General Editor (if one is appointed) of the project shall be members of the Board of Directors ex officio.

**Section 3. Resignations and Removal:**

- (a) Any Director may resign from the Board at any time by giving written notice to the President or the Secretary of the corporation and, unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.
- (b) Directors may be removed from office by a majority vote of the remaining Directors without assigning any cause.

**Section 4. Vacancies:**

- (a) Any vacancy occurring in the Board of Directors and any Directorship to be filled by reason of an increase in the number of Directors shall be filled by a majority of the corporation's Board of Directors then in office in such manner and by such method as they deem appropriate.
- (b) All other vacancies occurring in the Board of Directors and any Directorship for any reason whatsoever shall be filled as follows:
  - (i) Vacancies occurring in Directorships representing sponsors shall be filled by the sponsor and confirmed by a majority of the Board of Directors then remaining in office.
  - (ii) Any vacancy occurring in the Directorship of a Bishop of The United Methodist Church shall be filled by a Bishop elected by a majority of the Board of Directors remaining in office.
  - (iii) Any vacancy occurring in other classes of Directorships shall be filled by a majority of the remaining Board of Directors in office.

**Section 5. Chair:** The President of the corporation shall chair all meetings of the Board of Directors.

**Section 6. Reimbursement:** Directors as such shall receive no salary or other compensation for their services, except for reimbursement of expenses; but nothing herein contained shall be construed to preclude any Director from service to the corporation in any other capacity and receiving compensation therefor.

**Section 7. Appointive Powers:** The Board of Directors shall appoint the General Editor, the Associate General Editor (if desired), all members of the Editorial Board, and any research assistants of the project. The term of such renewable appointments is four years; renewal beyond eight years is by three-fourths majority of the Directors voting.

- (a) Additionally, the Board of Directors shall appoint Unit Editors and any Associate Editors on the recommendation of the General Editor.
- (b) All appointees shall serve at the pleasure of the Board of Directors.
- (c) By resolution duly adopted by the vote of a majority of Directors entitled to vote at a meeting, the appointive powers herein may be delegated to the Executive Committee to the extent provided for in said resolution.

**Section 8. Executive Committee:** The corporation may have an Executive Committee which shall consist of its officers, one Bishop, and two additional Directors, with the General Editor and Associate General Editor serving in an ex officio capacity.

- (a) The three discretionary members shall be nominated by the Nominations Committee (see V.3.b) and elected by the Board of Directors to serve for a four-year term and may succeed themselves once. Any nomination by the Nominations Committee can be

- supplemented by nominations from the floor, so long as the person nominated has given evidence of agreeing to serve if elected.
- (b) By resolution duly adopted, the Board of Directors may stagger the terms of the members of the Executive Committee.
  - (c) Between meetings of the Board of Directors, the Executive Committee shall have and exercise all of the authority of the Board of Directors in the management of the corporation, subject (when possible) to the solicited advice of the other Directors.
  - (d) In addition to its other responsibilities for the management of the corporation, the Executive Committee shall
    - (i) submit an annual financial report of the Project, based upon suitable accounting services, to the Board of Directors;
    - (ii) annually review the work of the Editorial Board and the Editors; and
    - (iii) annually approve a calendar of publications and editors submitted by the General Editor of the project.
  - (e) Copies of minutes of every Executive Committee meeting shall be circulated to the entire Board of Directors within fifteen days of said meeting.

#### **ARTICLE IV: MEETINGS OF DIRECTORS**

**Section 1. Place of Meetings:** All meetings of Directors shall be held at the principal office of the corporation, or at such other place, either within or without the State of North Carolina, as shall be designated in the notice of the meeting or agreed upon by the Directors.

**Section 2. Annual Meeting:** The Directors shall meet at least once per calendar year, either in person at a designated place or electronically at a time suitable to a majority of the Directors.

**Section 3. Special Meetings:** Special meetings of the Board of Directors may be called by or at the request of the President or any three Directors.

- (a) Such meetings may be held either within or without the State of North Carolina.
- (b) "Meeting" may be defined as a personal gathering of Directors, an electronic communication among Directors (by e-mail, telephone conference call, or other digitized communication), or some combination of the two.

**Section 4. Notice of Meetings:**

- (a) All meetings of the Board of Directors shall be held only upon written notice (e)mailed to each Director not less than ten nor more than thirty days prior to the meeting date.
- (b) Neither the business to be transacted at, nor the purpose of, an annual or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless required by statute.
- (c) Attendance by a Director at a meeting shall constitute a waiver of notice of such

meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.

**Section 5. Quorum:** A majority of the Directors fixed by these Bylaws, elected and holding office, shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, using the definition of “meeting” that is found in section IV.3 above.

**Section 6. Manner of Acting:** Except as otherwise provided in these Bylaws, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

**Section 7. Informal Action by Directors:** Action taken by a majority of the Directors without an official meeting in person is nevertheless Board action if written or verbal consent to the action in question is obtained from a majority of the Directors participating, provided that the action in question is filed with the minutes of the proceedings of the Board.

## V. OFFICERS

**Section 1. Number:** The corporation shall have a maximum of four officers: a President, a Vice-President, a Secretary, and a Treasurer. Any two or more offices may be held by the same person, except the office of President.

**Section 2. Eligibility:** Candidates for these positions should have an ongoing connection with one of the sponsoring organizations.

**Section 3. Election**

- (a) The officers of the corporation shall be elected by the Board of Directors.
- (b) Nominations for officers shall be made by a Nominations Committee of three Directors appointed by the President of the corporation at least one month before the election.
- (c) Any nomination by the Nominations Committee can be supplemented by nominations from the floor, so long as the person nominated has given evidence of agreeing to serve if elected.
- (d) Elections may be held at any annual or special meeting of the Board.
- (e) Such elections may be held at any annual or special meeting of the Board.

**Section 4. Term:**

- (a) Each officer shall serve for a four-year term and may succeed him or herself once.
- (b) Further extension is possible by a vote of three-fourths of the Directors voting.

**Section 5. Removal:** Any officer or agent elected or appointed by the Board of Directors may be removed by the Board with stated cause; but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

**Section 6. President:** The President shall be the chief executive officer of the corporation and, subject to the control of the Board of Directors, shall supervise the affairs and management of the corporation in accordance with the Bylaws.

- (a) The President shall sign all official documents or instruments of the corporation as authorized by the Board of Directors.
- (b) The President shall make an annual report to the Board of Directors.
- (c) The President's responsibilities shall also include the following:
  - (i) act as the representative of the corporation to The United Methodist Church and to the public, as well as to governmental and voluntary organizations;
  - (ii) make policy proposals to the Board of Directors;
  - (iii) lead the long range planning of the Project;
  - (iv) assign overall responsibilities for corporate management;
  - (v) report to the Board of Directors the performance of corporate functions.
  - (vi) appoint nominating committees as the need arises (see V.3.b above).
- (d) The President shall be an ex officio member of all committees that may be from time to time elected or appointed.

**Section 7. Vice-President:**

- (a) The Vice President, unless otherwise determined by the Board of Directors, shall, in the absence or disability of the President, perform the duties and exercise the powers of that office.
- (b) He or she shall also perform such other duties and have such other powers as the Board of Directors may prescribe.

**Section 8. Secretary:** The Secretary shall perform the following duties:

- (a) issue notices for all meetings provided by these Bylaws;
- (b) keep and distribute minutes of all meetings of the Board of Directors;
- (c) have custody of the books and records of this corporation except as they shall have been vested in the Treasurer or some other officer; and
- (d) such other duties as are incidental to the office of Secretary and are properly required of her or him by the Board of Directors.

**Section 9. Treasurer:** The Treasurer shall perform the following duties:

- (a) have the custody of all funds and securities of this corporation;
  - (i) (Procedures for bonding, the signing of checks, etc., shall be provided by

- resolution of the Board of Directors.)
- (b) deposit said funds and securities in the name of this corporation in such bank or banks as the Board of Directors may elect or direct;
  - (c) disburse the funds of the corporation in payment of the just demands of the corporation or as may be ordered by the Board of Directors;
  - (d) take proper vouchers for such disbursements of funds; and
  - (e) render to the Board of Directors from time to time, as may be required, an account of all the transactions performed as Treasurer and of the financial condition of this corporation.

**Section 10. Bonds:** The Board of Directors may by resolution require any or all officers, agents, and employees of the corporation to give bond to the corporation, with sufficient sureties, conditioned on the faithful performance of the duties of their respective offices or positions, and to comply with such other conditions as may from time to time be required by the Board of Directors.

## **ARTICLE VI: EDITORIAL STAFF**

**Section 1. Editorial Board:** The Editorial Board shall formulate, interpret, and assist the General Editor in the administration of the corporation's editorial policy and project.

- (a) The General Editor shall chair the Editorial Board.
- (b) The Editorial Board will be comprised of all Unit Editors and other members appointed by the Board of Directors on the grounds of competence and availability, upon the recommendation to the Board by the General Editor after consultation with the President of the corporation.
- (c) The number of members on the Editorial Board shall be determined by the Board of Directors.
- (d) The members of the Editorial Board shall serve at the pleasure of the Board of Directors.
- (e) The Editorial Board shall meet as necessary, but at least once every four years, and on notice by the General Editor.

**Section 2. General Editor:**

- (a) The General Editor shall be responsible for the overall coordination and functioning of the editorial staff.
  - (i) The General Editor shall be responsible for assisting, overseeing, and coordinating the work of the editors.
  - (ii) The General Editor shall employ clerical assistance subject to the authorization of the Executive Committee or the President of the corporation.
- (b) The General Editor shall be appointed by the Board of Directors and shall serve at its

pleasure.

- (i) The General Editor shall report directly to the President of the corporation.
- (ii) The General Editor shall recommend members of the Editorial Board to the Board of Directors.
- (iii) The General Editor shall make an annual progress report to the Board of Directors.

**Section 3. Unit Editors and Associate Editors:**

- (a) The Unit Editors, and other Associate Editors as might be appointed by the Editorial Board, shall prepare the texts of the individual works of Wesley for publication according to the standards and policy of critical editorial procedure established by the Editorial Board, as interpreted and administered by the General Editor.
  - (i) The editorial practice is also subject to the standards of Abingdon Press, or such other publishers with whom the Board of Directors may from time to time contract.
  - (ii) The editors shall provide an introduction for each unit that sets the Wesley material in historical and bibliographical context, provide annotations that might help illuminate the text (without creating a contemporary theological slant), provide an appendix for each unit (listing the publishing history and significant variant readings for each item contained in the unit), and assist with the process of indexing.
- (b) The Unit Editors and Associate Editors shall be appointed by the Board of Directors or the Executive Committee on recommendation of the General Editor and in consultation with the Editorial Board.
  - (i) The Unit Editors serve at the pleasure of the Board of Directors.
  - (ii) Any Unit Editor or Associate Editor may be removed by a majority vote of the Board of Directors upon recommendation of the General Editor.
- (c) The Unit Editors and Associate Editors are to receive the authorized honorarium for their respective services.
  - (i) The honorarium will be due upon completion of their assignments (when the material has completed the Abingdon editorial process) .
  - (ii) The honorarium is payable on recommendation of the General Editor to the Executive Committee and approval by the Executive Committee.

**ARTICLE VII: CONTRACTS, LOANS, AND DEPOSITS**

**Section 1. Contracts:** The Board of Directors may authorize any officer or officers, agent, or agents, to enter into any contract or execute and deliver any instrument on behalf of the corporation, and such authority may be general or confined to specific instances.

**Section 2. Loans:** No loans to or from the corporation shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors (such authority may be general or confined to specific

instances).

**Section 3. Checks and Drafts:** All checks, drafts, or other orders for the payment of money issued in the name of the corporation shall be signed by such officer or officers, agent, or agents of the corporation and in such manner as shall be determined by resolution of the Board of Directors.

**Section 4. Deposits:** All funds of the corporation not otherwise employed shall be deposited to the credit of the corporation in such depositories as the Board of Directors shall direct.

## **ARTICLE VIII: GENERAL PROVISIONS**

**Section 1. Seal:** The corporate seal of the corporation shall consist of two concentric circles between which is the name of the corporation and in the center of which is inscribed SEAL; and such seal, as impressed on the margin hereof, is hereby adopted as the corporate seal of the corporation.

**Section 2. Waiver of Notice:** Whenever any notice is required to be given to any Director under the provisions of the North Carolina Non-Profit Business corporation Act or under the provisions of the charter or Bylaws of this corporation, a waiver thereof in writing signed by the organization entitled to such notice, whether before or after the time state therein, shall be equivalent to the giving of such notice.

**Section 3. Fiscal Year:** The fiscal year of the corporation shall be the year ending June 30.

**Section 4. Amendments:** Except as otherwise provided herein, these Bylaws may be amended or repealed and/or new Bylaws may be adopted by the affirmative vote of two-thirds of the Directors then holding office at any regular or special meeting of the Board of Directors.

- (a) These Bylaws may also be amended or repealed and/or new Bylaws adopted by the written consent of two thirds of the Directors then holding office.
- (b) If an amendment is adopted by written consent without an official meeting of the Board of Directors, it shall be the duty of the Secretary to enter the amendment in the records of this corporation and mail a copy of such amendment, along with the notice of its approval, to each member of the Board of Directors.

**Section 5. Inconsistencies:**

- (a) In case any provision of these Bylaws shall be inconsistent with the Articles of Incorporation, the Articles of Incorporation shall govern.
- (b) Robert's Rules of Order shall govern the procedure to be followed at each meeting of the Directors or Executive Committee, but if Robert's Rules of Order conflicts with or is inconsistent with these Bylaws, then these Bylaws shall prevail.

**Section 6. Financial Statements:**

- (a) At the end of each fiscal year, the Treasurer shall prepare a balance sheet and statement of receipts and disbursements for the fiscal year just ended.
- (b) The Executive Committee shall employ an independent accounting firm to perform a regular independent audit of the financial accounts.

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