

## AMENDED AND RESTATED BY-LAWS OF THE PULASKI HEIGHTS UNITED METHODIST CHURCH FOUNDATION

**WHEREAS**, pursuant to the enabling resolution adopted by the Pulaski Heights United Methodist Church Board of Stewards (attached hereto as Exhibit A) and as approved by the Pulaski Heights United Methodist Church Board of Trustees, the Pulaski Heights United Methodist Church Foundation (the "PHUMC Foundation") having been organized by and through its Articles of Incorporation (attached hereto as Exhibit B), as amended from time to time, the PHUMC Foundation Board of Directors (hereinafter collectively the "Foundation Board" and individually a "Director") is hereby created for the purpose of administering permanent endowment gifts (the "Endowment") received by, or for the benefit of, Pulaski Heights United Methodist Church (the "Church"), Little Rock, Arkansas and the Church's missions and ministries supported by the Church in keeping with the objects and purposes as set forth in the PHUMC Foundation Amended Articles of Incorporation; and

**WHEREAS**, the Endowment shall be used exclusively for religious, charitable, or educational purposes, as such terms are used in the Internal Revenue Code of 1986 as amended; and

**WHEREAS**, The PHUMC Foundation is organized exclusively for charitable, religious, educational, or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. In furtherance of its exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, the PHUMC Foundation is organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of Pulaski Heights United Methodist Church.

**WHEREAS**, the Endowment shall be governed by a Foundation Board of up to no more than fifteen (15) Directors, as set forth herein.

**THEREFORE**, these Bylaws have been adopted to ensure a more convenient and efficient administration of the Endowment by the Foundation Board to accomplish the purposes of the PHUMC Foundation as set forth and adopted in Articles of Incorporation, as amended from time to time. These Bylaws govern the administration of the PHUMC Foundation by its Foundation Board and by such persons employed by the Foundation Board and/or the Church to assist the PHUMC Foundation in accomplishing its objectives and purposes.

1. **Directors**. The PHUMC Foundation Board shall be no more than fifteen (15) Directors in number and divided into three (3) classes of five (5) Directors each, with each Director serving three (3) consecutive years. At all times, at least sixty percent (60%) of the Directors of the Foundation Board must be elected by the Church Administrative Board, an organization required to act in accordance with *The Book of Discipline of The United Methodist Church*. At least one Director of each class shall be a member of, and appointed by, the Board of Trustees at the time of their appointment. Each Director shall take office at the beginning of the ensuing calendar year following their election or appointment.

- a. An Executive Director shall have the authority to nominate persons to the Foundation Board who must have attained the age of 21 and must always during their service as a Director be a member of the Church and who also must identify as a member of Willing Friends, such nominations to be provided to the Church's Administrative Board for election.
  - b. The Senior Pastor of the Church or whomsoever such person shall designate, the Church's Executive Pastor/Chief of Staff, the Chairperson of the Church's Administrative Board, and the Church Chief Financial Officer shall be entitled to attend and participate in all meetings of the Board of Directors, but none of them shall have a vote unless elected as a Director by the Church Administrative Board.
2. **Officers.** The Foundation Board shall biennially elect a Chairperson, and one or more Vice Chairs (collectively, "Officers"). The Chairperson shall have powers and shall perform such duties as shall be assigned by the Foundation Board and, when present, shall preside at all meetings of the Foundation Board. Each Vice Chair shall have such powers and shall perform such duties as shall be assigned by the Foundation Board and shall preside at meetings of the Foundation Board in the absence of the Chairperson.
3. **Duties of the Foundation Board and of Each Director:** The following shall be duties of the Foundation Board and of each Director:
- a. To preserve legacies and gifts to the Church and operate exclusively for the benefit of the Church. The Foundation Board shall not operate for the benefit of any private individual.
  - b. To attend regular meetings of the Foundation Board which shall be held at least quarterly and, as needed, to be determined by the Executive Committee; and to attend special meetings of the Foundation Board which may be called by the Chairperson, the Executive Director, or upon the written request of any Director. Notice of all meetings may be provided by telephone, text, email, or United States Postal Service mail. A special meeting, if any, shall be held at the time and place set forth in the notice of such meeting which shall be given to each Director at least three (3) days prior to the meeting.
  - c. To participate throughout their term in activities sponsored by the PHUMC Foundation, including, but not limited to, Foundation Sunday and other special events as they are scheduled.
  - d. To serve on one or more standing or ad-hoc committees including, but not limited to, an Executive Committee which shall include Officers, a Policies Committee, and a Finance Committee.
4. **Prohibitions Related to the Foundation Board and of each Director.**
- a. No Director shall receive any compensation whatsoever for their services in any capacity, except that a Director may be reimbursed for actual out-of-pocket expenses incurred in the transaction of the business of the Foundation Board.
  - b. No Director shall ever be required to give or provide any bond for the performance of their duties or for any other purpose hereunder, unless such action is deemed necessary at any time, or from time to time, by the majority of the Foundation Board.



5. **Voting.**

- a. **Quorum.** A quorum for the transaction of business at any meeting of the Foundation Board shall be a majority of the then duly elected and acting Directors. A Director may be present in person or in attendance, via telephone or electronic medium, or by proxy.
- b. **Proxies.** A Director may vote by proxy executed in writing and transmitted via email, mail, facsimile, or text by such Director to another Director or the Executive Director. All proxies shall be valid one month from their date of execution. Each proxy shall be revocable unless expressly provided therein to be irrevocable and unless otherwise made irrevocable by law. A written proxy may be forwarded to the Executive Director and Foundation Board by email, mail, facsimile, or text.
- c. **Majority.** The action of a majority of the then qualified and acting Directors, as defined in 5.a above, shall constitute official action of the Foundation Board.
- d. **Electronic voting.** Votes submitted electronically shall be effective in the same manner as if made in-person and will be ratified at the Foundation Board meeting immediately following the electronic vote.

6. **Resignation and Removal.** Any Director may resign by giving written notice of such resignation to the Foundation Board and may be likewise removed from the Foundation Board at any time by a majority vote of the Foundation Board which shall be approved by the Church Administrative Board. Any vacancy which shall arise prior to the last in-person scheduled meeting of the Foundation Board shall be filled by the nomination of a person or person submitted by the Executive Committee and shall be elected by the Church Administrative Board.

7. **Foundation Staff.** The Foundation Board may, at its discretion, recommend the employment of administrative staff, including, but not limited to, an Executive Director and an Assistant (collectively, the "Foundation Staff").

- a. The Foundation Staff is responsible for maintaining the records of Foundation Board transactions, meeting minutes (virtual and in-person), and correspondence. The records may be maintained electronically. The Foundation Staff shall perform such other duties as may be assigned by the Foundation Board.
- b. The Executive Director is responsible for the day-to-day operation of the PHUMC Foundation, receiving donation documents, distribution requests, coordinating with the Methodist Foundation for Arkansas (MFA) and the Church Finance Office, and keeping the Foundation Board aware of all activities related to the PHUMC Foundation.
- c. The Assistant is responsible for assisting the Executive Director in receiving donation documents and acknowledging gifts and donations, as well as making notifications to those who are honored or memorialized. The Assistant is also responsible for taking notes and preparing the minutes for all Regular and Special Meetings of the Foundation Board.

8. **Foundation Assets**

- a. Endowment assets shall be held, managed, operated, administered, and distributed exclusively and solely to, and in aid of, religious, charitable, and educational purposes which are wholly of a public and non-profit nature, provided that, all distributions are made to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

- b. The Foundation Board as hereby established is delegated the power and authority as to the PHUMC Foundation assets to promote, carry out, further, support, encourage and assist the purposes of the Church both within and without the boundaries of the Church which purposes include, but are not limited to, relief of those in need, by reason of youth, age, ill-health, disability, financial hardship or other disadvantage; advancement of religion, education or science, health or the saving of lives, community development, religious or racial harmony, equality, and diversity; eliminating prejudice and discrimination; and defending human and civil rights as stated in *The Book of Discipline of The United Methodist Church*.
- c. All Endowment gifts now existing and all gifts received in the future shall be held, managed, administered, and distributed in accordance with (1) the Enabling Resolution adopted by the Pulaski Heights United Methodist Church Board of Stewards (Exhibit A), (2) the PHUMC Foundation Articles of Incorporation as amended from time to time (Exhibit B), and (3) these By-Laws, as amended from time to time.
- d. The Foundation Board may receive gifts from any source in cash or other acceptable property. All legacies and gifts which are not designated for a specific purpose or restricted as to use may, at the discretion of the Foundation Board, become a part of the existing fund known as the Pulaski Heights United Methodist Church General Endowment Fund. All legacies and gifts which are designated for a specific purpose, or for other reasons require separate administration, will be separately administered by the Foundation Board according to the terms of the legacy or gift agreements.
- e. If a gift shall be given to the Endowment for any limited purpose which is nevertheless within the broad purposes for which the Endowment was created, the Foundation Board may accept and administer such gift as a part of the Endowment for such specified limited purpose. The Foundation Board shall have the right to refuse to accept any gift offered to be given.
- f. Only the income from the various funds under the direction and control of the Foundation Board shall be expended unless the governing gift agreement permits the expenditure of principal. The use of the income (and principal where allowed) shall be determined by a majority vote of the Directors. The Foundation Board may apply the income, at such time or times, in such manner, in such amount as it may determine, in its sole discretion, or as may be required by restricted donations, to the objects and purposes as herein set forth. Accumulation of income is hereby permitted from time to time.
- g. No part of the net earnings of the PHUMC Foundation shall inure to the benefit of, or be distributable to its Directors, trustees, officers, or other private persons, except that the PHUMC Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes of the PHUMC Foundation. No substantial part of the activities of the PHUMC Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the PHUMC Foundation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision herein, the PHUMC Foundation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the PHUMC Foundation.



9. **Dissolution.**

- a. Upon the dissolution of the PHUMC Foundation, all assets of the PHUMC Foundation remaining after all liabilities and obligations of the PHUMC Foundation have been paid, satisfied, and discharged, will be transferred, conveyed, and distributed to the Church.
- b. If on the date of such proposed distribution, the Church is no longer in existence or does not qualify for exempt status under §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, the assets of the PHUMC Foundation shall be transferred, conveyed, and distributed to the United Methodist entity (the "Successor Organization") entitled under *The Book of Discipline of The United Methodist Church*, or by other General Conference, Jurisdictional Conference, Annual Conference, or District action, to receive the assets of the Church upon its dissolution.
- c. If pursuant to the preceding paragraphs, the PHUMC Foundation's assets are to be distributed to the Successor Organization, but on the date of the proposed distribution, the Successor Organization is no longer in existence or does not qualify for exempt status under §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, the assets of the PHUMC Foundation shall be transferred, conveyed, and distributed to such other United Methodist related organization(s) as may be specified in, or provided for, under a Plan of Distribution adopted by the PHUMC Foundation; provided, however, that in any event, each such distributee organization shall be exempt under the provisions of §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

10. **Amendments and Modifications.** All or any part of this document may be amended or modified from time to time by a majority vote of the Foundation Board whenever necessary or advisable for the more convenient or efficient administration of the Endowment assets, subject to the approval of the Charge Conference of the Church. Every such amendment or modification shall be made in writing.

Any amendments to the following provisions require the approval of the Administrative Board of Pulaski Heights United Methodist Church:

Third Whereas, containing the Purpose Clause and the related Organization clause,  
Section 8g, containing the Prohibitions and Limitations Clauses,  
Section 1, containing "At all times, at least sixty (60%) of the members, ..."  
Section 9, containing the Dissolution Clause, and  
Section 10, containing the Anti-Amendment Clause.

Dated: November 16, 2025

Virginia Porta  
Executive Director

Kenneth Rice  
Board Chairperson