

BYLAWS of the WORLD'S CHRISTIAN ENDEAVOR UNION

(As amended July 23rd, 2014)

ARTICLE 1 - NAME -

The name by which the Corporation shall be known is THE WORLD'S CHRISTIAN ENDEAVOR UNION (WCEU) according to the Certificate of Organization filed with the Commonwealth of Massachusetts, United States of America, dated December 18. 1901; and the Certificate of Incorporation as granted under the laws of the Commonwealth of Massachusetts on January 24. 1902.

ARTICLE 2 - PURPOSE -

The purpose of the Union is to unite in closer fellowship the Christian Endeavourers of the world, to promote the interests of the Christian Endeavor movement, to reinforce the Christian Churches in every land, and to cement the spiritual union of Christians the world around.

(The Union shall have no power to legislate for any local society or for any Local, State, Provincial, National, or International Union.)

ARTICLE 3 - HEADQUARTERS -

The Headquarters of the Union shall be located in the most suitable place for the ongoing work of the Union at the time.

ARTICLE 4 - SEAL -

The corporate seal, which shall be in the custody of the Clerk of the Corporation at the WCEU headquarters, shall have inscribed thereon the name of the Corporation and the words "Boston, Mass."

ARTICLE 5 - MEMBERSHIP IN THE CORPORATION -

(The Corporation is **the legal body**, constituted in accordance with the laws of the Commonwealth of Massachusetts. It elects the officers of the Corporation, holds property, and keeps records. The business affairs and program of activity of the Union are cared for in the interim between meetings of the Corporation by the **BOARD OF TRUSTEES** and the **EXECUTIVE COMMITTEE**, as described in these bylaws.)

5.1 The general **membership** shall consist of all persons who are members of any duly recognized Christian Endeavor Society, alumni group, or Union, wherever located. These persons shall continue to be members and to enjoy the privileges of the worldwide fellowship as long as their names remain on the membership list of such society or group. General membership does not carry with it the privilege of voting in the meetings of the Corporation.

5.2 The Union shall discharge its function through a **Council**, which shall be the authoritative body of the Union and for all corporate purposes shall be the Union. Members of the **Council** are ex officio voting Members of the Corporation.

All Members of the **Council** shall be Members in good standing of some Christian Church.

ARTICLE 6 - THE COUNCIL -

6.1 The **Council** shall be composed of:

- (1) Representatives of **National Unions**;
- (2) **Officers** of the **WCEU**, *honorary or active*;
- (3) Members of the **Board of Trustees**, *including honorary trustees*;
- (4) Members of the **Executive and Finance Committees**; and
- (5) up to twelve **Members at large**,

(6) Two representatives of the International Society of Christian Endeavor (CEI), the independent CE resource center in succession of Dr. F. E. Clark's CE office.

For all corporate purposes, the Members of the Council shall be the Members of the Corporation with full voting power.

6.2 A **National Union** is a Group of at least five Societies in a given country or state-like, autonomous region, which subscribe to Christian Endeavour principles, have joined together in a Union by mutual agreement, and have elected Officers. A **National Union** can comprise societies in two or more countries (e.g. because of common language or culture).

For purposes of membership in the **Council**, a new **National Union** must be recognized and approved by the **Board of Trustees**.

Each **National Union** may elect representatives to the **Council** for a term not to exceed four years and until their successors are duly elected. No membership fee shall be assessed for such membership in the Council. The electing body may appoint alternates, fill vacancies or elect a replacement at any time. Any person so named shall submit his written consent for membership to the Clerk of the Corporation. Each national union shall be entitled to a minimum of three representatives (its President and its National, General, Executive, Honorary, or Field Secretary during their tenure in office and one youth representative who must be from 18 to 30 years of age) in the Council. Each National Union shall be entitled to one additional representative for each two hundred and fifty (250) Societies or major fraction thereof above the first two hundred and fifty (250), provided that no National Union shall have more than eight representatives in this class of membership. These additional representatives must be from 18 to 30 years of age.

6.3 Any existing national Christian Endeavor body which has less than five societies shall be entitled to one representative in the Council.

6.4 The **members at large** shall be elected, by a majority vote of members present at any meeting of the **Board of Trustees**. They shall be persons who have rendered conspicuous service and/or whose relationship to the work is desirable to maintain, or for another agreed cause.

ARTICLE 7 - MEETINGS OF THE COUNCIL -

7.1 The **regular meeting** of the Council shall be held quadrennially at the time and place of the World's Christian Endeavour Convention, or on vote of the Board of Trustees or the Executive Committee at such other date or place as they may designate.

7.2 All notices of the meetings of the Council shall be issued by the Clerk of the Corporation, shall designate the purpose of the meeting and shall have a complete agenda attached to it.. Such notices may be delivered in hand, or mailed to each member of the Council, three months at least before the time fixed for the meeting.

7.3 **Special meetings** of the Council may be held upon vote of the Board of Trustees or the Executive Committee or upon the written request of fifteen voting members of the Council to the clerk of the Corporation.

At all meetings of the Council fourteen voting Members shall constitute a **quorum** for the transaction of business.

7.4 **Minutes** of the proceedings of the Council shall be kept by the Clerk of the Corporation and shall be sent to each member of the Council within two months after the Council Meeting.

In the absence of any member of the Council from any meeting, a duly authorized **proxy** may be appointed by said Councillor in writing, to vote and act for said Councillor in that meeting. No one person shall hold more than one proxy.

ARTICLE 8 - NOMINATIONS AND ELECTIONS -

At least two years prior to each regular quadrennial meeting of the Council, the Board of Trustees will appoint a **Nominating Committee**, on recommendation of the President and General Secretary. It shall consist of not more than ten members representative of all the interests of the Union, to nominate Officers as listed in Article

9 for the ensuing period of four years. It will discharge its function according to the 'Rules for Nominations and Elections' as accepted by the Council.

ARTICLE 9 - OFFICERS -

9.1 The **Officers** of the Union, all of whom shall be ex officio Members of the *Council*, shall be a *President*, not more than five *Vice-Presidents*, a *General Secretary*, a *Treasurer*, a *Board of Trustees*, and an *Executive Committee*. Other Officers, honorary or active, may be named from time to time by the *Council*, the *Board of Trustees*, or the *Executive Committee*.

9.2 The Officers of the Union shall be **elected** for a period of four years and until their successors are elected. Election shall be by ballot at the regular quadrennial meeting of the *Council*, unless otherwise provided in the 'Rules for Nominations and Elections'

9.3 Retiring Officers with exception of the treasurer shall be eligible for re-election, if nominated, but only once for the same position.

9.4 Officers of the union may propose the Honorary trustee status for any CE member having accomplished outstanding service or achievements for the WCEU. 'Honorary trustee ' is a lifetime honorary position once the council has accepted a proposal. Honorary trustees have full voting power in the council and are invited to the trustees meetings.

ARTICLE 10 - DUTIES OF OFFICERS -

10.1 The **President** shall perform the entire duties incident to his office as described in the job description approved by the board of trustees. He shall preside at meetings of the **Council and the Board of Trustees** and at all meetings held under the auspices of the **Council**, including Conventions. He shall be an **ex officio** member of the **Council, the Board of Trustees, the Executive Committee, and all other committees** except the Nominating Committee, with full voting power.

10.2 The **Vice Presidents** shall perform the duties as described in their job description approved by the board of trustees. In the absence of the **President**, one of the **Vice-presidents** shall preside. One of the Vice-presidents will replace the President in case he does not complete his term.

10.3 The **General Secretary** The General Secretary will be appointed by the Board of Trustees and confirmed through election at the council meeting.

He shall serve as recording secretary and as the *Clerk of the Corporation*; shall keep accurate records of the proceedings of the **Council, the Board of Trustees, and the Executive Committee** (which records shall be the property of the Corporation). He will be responsible for the day to day running of the Union. He shall conduct the written correspondence of the **Board of Trustees and the Executive Committee**, and shall represent the Union in its relationships with other organizations or movements, except as otherwise determined by the **Board of Trustees or the Executive Committee**. In the absence of the President, he shall call the meeting to order and entertain a motion for a temporary chair who shall be one of the Vice-Presidents, if present. He shall supervise and manage the World Headquarters Office. He shall be an ex officio member of the **Council, the Board of Trustees, and the Executive Committee** with full voting power. He shall keep the **Council** informed of the condition of the Corporation and the work, and perform his duties as described in the job description approved by the board of trustees.

The *General Secretary* if possible, will participate in a programme of field visitation.

10.4 **The Treasurer** shall perform his duties as described in the job description approved by the board of trustees. He shall collect all contributions, bequests, annuities, insurance, fees, and other income accruing to the Corporation; shall deposit all its funds to the credit of the Corporation in its corporate name in such bank or banks as the **Board of Trustees and/or the Executive Committee** shall designate; pay the orders of the **Board of**

Trustees and/or the **Executive Committee** with checks of the Corporation; keep correct books of account of the business transactions of the Corporation, which books shall be its property; retain proper vouchers for all disbursements; issue annually a statement of the financial condition of the Corporation; which exhibit the financial condition of the Union to the **Council, the Board of Trustees, and the Executive Committee** at their respective meetings, and at other times as required. All checks of the Corporation shall bear the signature of two persons, one of whom shall be the Treasurer or an Assistant Treasurer.

One or more Assistant treasurers may be appointed by the **Executive Committee** to assist the Treasurer in all or some of his duties.

10.5 **The Trustees**

The Trustees are vested with all the powers relating to the business affairs of the Corporation, which are not inconsistent with the express provisions of applicable laws or of these bylaws.

ARTICLE 11 - BOARD OF TRUSTEES -

11.1 The **Board of Trustees** (being provided for originally in the Certificate of Organization, dated December 18, 1901), with the powers of Directors, shall be composed of not more than twenty-nine members, including the **President, the five Vice-presidents, the General Secretary, the Treasurer, and any other active officers**, who shall be ex officio members of the **Board** with full voting power. The **Board** shall be elected by the **Council** for a period of four years and until their successors are elected.

11.2 Except as otherwise provided in these bylaws, all the powers of the Council between meetings of the **Council** are vested in, and may be exercised by the Board, and it is authorized and empowered, in harmony with the bylaws and general policies of the Union, to consider, decide, and act upon all questions arising in the affairs of the Union when the **Council** is not in session.

11.3 An Annual Meeting of the Board of Trustees shall be held at the time and place of the **World's Christian Endeavour Convention**, or at such other date and place as the **Executive Committee** may designate. Notice of the meetings accompanied by the complete agenda shall be issued by the Clerk of the Corporation, and shall designate the purpose of the meeting. Such notices may be delivered in hand, or mailed to each Member, **three months** at least before the time fixed for the meeting.

11.4 **Special meetings of the Board** may be held upon vote of the **Executive Committee** or upon the written request of five voting Members of the Board to the clerk of the Corporation. These meetings may be conducted also as telephone or internet conferences. Decisions on single matters may also be arrived at by circular resolution through e-mail, fax or ordinary mail.

11.5 At all meetings of the **Board**, five voting Members shall constitute a quorum for the transaction of business.

11.6 In the absence of any Member of the **Board** from a meeting of the **Board**, a duly authorized proxy may be appointed by said trustee in writing, to vote and act for said trustee in that meeting, provided that no one person shall hold more than one proxy.

11.7 Minutes of the proceedings of the **Board** shall be kept by the Clerk of the Corporation, sent to each Member of Council within a month of the meeting, and shall be laid before the Council at its next meeting.

ARTICLE 12 - EXECUTIVE COMMITTEE -

12.1 The **Executive Committee** shall be responsible to the **Board of Trustees** and shall be composed of the **President, the General Secretary, the Treasurer**, and up to five other persons elected by the **Council** for a period of four years and until their successors are elected. The President shall serve as chair of the Executive Committee.

12.2 The **Executive Committee** shall meet upon call of the Chairman or any two members, and shall act between the meetings of the **Board of Trustees and the**

Council, upon all matters requiring prompt decision, except as otherwise provided. At all meetings of the **Executive Committee**, three voting Members shall constitute a quorum for the transaction of business.

12.3 Minutes of the proceedings of the **Executive Committee** shall be kept by the Clerk of the Corporation, and shall be laid before the **Board of Trustees** at its next meeting.

12.4 The **Executive Committee**, in the recess of the **Board of Trustees and the Council**, shall have full power to manage and direct the business of the Corporation, in such manner, as they shall deem best for its interest, in all cases in which specific action shall not have been taken by the **Council or the Board of Trustees**. It shall have the power to invest and reinvest its trust and other funds; to negotiate the purchasing, selling, and mortgaging of real estate, and to borrow upon the security thereof; to authorize by vote any Executive Officer to seal with the corporate seal; to execute, acknowledge, and deliver any and all legal documents or other instruments necessary for the purpose of consummating or completing any such purchase, sale, or mortgage in such form and upon such terms as the Executive Committee may direct.

12.5 The Executive Committee is in charge of WCEU staff matters and exercises regularly performance reviews.

ARTICLE 13 - FINANCE COMMITTEE -

The **President** shall appoint a **Finance Committee** with the approval of the **Board of Trustees**. The **Treasurer** is an ex officio member of the Finance Committee. The **Finance Committee** shall have general oversight of the financial plans and financial operations of the Union. The **Finance Committee** shall devise and promote constructive and systematic plans to increase the financial income of the Union. The **Finance Committee** shall develop an annual budget for consideration by the **Board of Trustees**.

ARTICLE 14 - OTHER COMMITTEES

Other Committees for the accomplishment of specific tasks may be appointed by the **Council**, the **Board of Trustees**, the **Executive Committee**, or by the **President** and shall function as per their specific job description.

ARTICLE 15 - CONVENTIONS AND CONFERENCES -

The Union shall hold a **World's Convention** at such times as the Council, the Board of Trustees, or the Executive Committee may determine. A Convention Organiser may be appointed who will be Chairman of the Program Committee and liaise with the Local Committee and Council on all matters relating to the Convention.

ARTICLE 16 - AUDIT -

The **Board of Trustees or the Executive Committee** shall appoint an **Auditor or Auditors**, whose duty it shall be to examine carefully and compare the books, securities, and vouchers of the Corporation previous to the annual meeting of the Board of Trustees, and at any other times when directed by the **Board of Trustees**, and report on the same to the Council at its regular meeting, and to the **Board of Trustees** whenever requested.

The fiscal year of the Union shall be from January 1 to December 31 each year.

ARTICLE 17 - CONFLICT WITH LAWS -

In the event that any provision of these bylaws is or may be in conflict with any law of the United States of America or of the Commonwealth of Massachusetts, or of any other governmental body having authority, such provision of these bylaws shall be inoperative to the extent only that the operation thereof unavoidably conflicts with such laws, and shall in all other respects be in full force and effect.

ARTICLE 18 - AMENDMENTS -

These bylaws may be altered or repealed, or new bylaws added, by a majority vote of the Members present at any meeting of the **Council**, provided that, in the call for such meeting, notice shall have been given that such alteration, repeal, or addition will then be proposed.

ARTICLE 19 - DISSOLUTION -

Dissolution of the WCEU may be decided by the council provided 75% of the votes are in favor. Upon the dissolution of the Corporation, the Board of Directors of the World's Christian Endeavor Union, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of the remaining assets of the Corporation exclusively for one or more exempt purposes, within the meaning of Section 501(c) of the Internal Revenue Code of (1954) (or the corresponding provision of any future Federal tax code), or shall distribute the same to the Federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of in the judicial district where the principle office of the Corporation is located, exclusively for such purposes, or to such organizations, organized and operated exclusively for such purposes, as the Court shall determine.

ARTICLE 20 - ENACTMENT -

These bylaws shall go into effect forthwith upon their adoption by a majority vote of the members present at the duly called meeting of the Corporation (Council) of the World's Christian Endeavour Union in Ancon, Lima, Peru; August 3rd and 6th, 2010.

Lima, Peru, Aug. 3rd and 6th, 2010.