

## Chapter 3

### THE WESLEYAN CHURCH CORPORATION

#### A. Name and Purpose

**4200.** The General Conference shall cause a corporation to be formed and maintained for The Wesleyan Church such as will enable it to receive, own, encumber, sell, transfer and otherwise dispose of property, and such as will facilitate the management of its legal and corporate affairs as may be directed by the General Conference from time to time (1590:5). Said corporation shall be known and incorporated under the name of The Wesleyan Church Corporation.

#### B. Board of Directors

**4210.** The General Board, duly constituted as required by *The Discipline* (1605-1650), shall be and constitute the board of directors of The Wesleyan Church Corporation and of each of its precedent corporations as listed in 4230. The corporate powers, business and other affairs of the Corporation shall be exercised, conducted and controlled by its board of directors in accord with its articles of incorporation and bylaws, *The Discipline* of The Wesleyan Church as from time to time amended, and any other directives of the General Conference (1655:9, 14), and the laws of the several states (4510). The Executive Board, duly constituted as required by *The Discipline* (1750-1790), shall be the executive committee of said board of directors and shall exercise its powers and authority in the interim of its sessions except for that business which requires more than a simple majority of said board (1785:2), shall carry out such duties as are required of it by the board of directors, and shall be subject at all times to the control of said board of directors (cf. 1750; 1785). The board of directors shall be authorized to appoint committees from among its own members and to delegate its corporate powers to such committees as it may deem wise in the interim of its sessions, all as may be permitted by the corporation laws of the state of Indiana.

#### C. Officers

**4220.** The president, vice-president and other officers of the Corporation shall be elected by the board of directors, with the exception of

the General Secretary who shall be the secretary of the Corporation and the General Treasurer who shall be the treasurer of the Corporation (1976). All officers shall serve as set forth in the bylaws.

#### **D. Precedent Corporations**

**4230.** The Wesleyan Church Corporation shall receive and administer new trusts and funds, and so far as may be legal, shall be the legal and ecclesiastical successor in trust and carry out the functions of "The Pilgrim Holiness Church Corporation," an Indiana corporation, "The Pilgrim Holiness Church Corporation," a Michigan corporation, "The Wesleyan Methodist Church of America," a New York corporation, "The Wesleyan Methodist Publishing Association of America," a New York corporation, "The Wesleyan Educational Society," a New York corporation, "The Missionary Society of the Wesleyan Methodist Church of America," a New York corporation, "The Woman's Missionary Society of the Wesleyan Methodist Church of America, Inc.," a New York corporation, "The Missionary Bands of the World," an Indiana corporation and "The Pentecost Bands of the World," an Illinois corporation; and so far as is legal and as such successor in trust it shall be and is authorized and empowered to receive from its said precedent corporations all trust funds and assets of every kind and character, real, personal or mixed, held by them or any one of them and it shall be and is authorized to administer such trusts and funds in accordance with the conditions under which they have been previously received and administered by said precedent corporations. Nothing herein contained, however, shall be construed to require the dissolution of any of the precedent corporations above listed, and they shall continue to administer such funds as may not be legally transferred to the new corporation (4210-4220).

#### **E. Indemnification of Officers**

**4235.** The Wesleyan Church shall indemnify any director or officer or former director or officer of the Corporation against expenses actually or reasonably incurred by him/her in connection with the defense of any civil action, suit or proceeding in which he/she is made, or threatened to be made, a party by reason of being or having been a director or officer, except in relation to matters as to which he/she is adjudged in the action, suit or proceeding to be liable for negligence or misconduct in the performance of duty to the corporation; however, this indemnification is not exclusive and does not impair any other rights those indemnified, or any person who may have served at its

request as a director or officer of another corporation, may have under any provision of the Articles of Incorporation, Bylaws, resolution or other authorization adopted, after notice, by a majority of the members voting at an annual meeting; expenses incurred in defending any action, suit or proceeding, civil or criminal, may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, notwithstanding any provisions of this article to the contrary upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay the amount paid by the corporation if it shall ultimately be determined that the director, officer, employee or agent is not entitled to indemnification as provided in this section.

### **F. Donations, Bequests, Devises**

**4240.** The Wesleyan Church Corporation shall receive and hold in trust by donation, gift, grant, bequest, devise or otherwise, any property, real, personal or mixed, in any state in the United States of America or any other country, in behalf of The Wesleyan Church or any of its subsidiary interests, for any benevolent, charitable, religious or educational purpose and to administer the same and the income therefrom in accordance with the directions of the donor, trustor or testator and in the interests of the general department, office, institution, agency, society or other body contemplated by such donors, trustors or testators, the whole to be under the direction of and amenable to the General Conference (1590:4-5). The board of directors shall have power, with the advice of competent investment counsel, to invest, reinvest, buy, sell, transfer and convey any and all funds and properties which it may hold in trust, subject always to the terms of the legacy, devise or donation and shall, whenever it is necessary to do so, determine the use or uses of each such fund or trust which shall correspond with the general intentions of the donor, trustor or testator.

### **G. Power of Intervention**

**4250.** The General Board as the board of directors shall be authorized and empowered to intervene and institute all necessary legal and equitable actions in the name of The Wesleyan Church Corporation to protect the interests and rights of The Wesleyan Church anywhere, including all matters relating to property and rights to property, whether arising by gift, devise or otherwise, or where held in trust for the benefit and use of the members and ministers of The Wesleyan Church (1655:20; 4120:3; 4590; 4770; 4870-4880).

**4260.** Whenever any group of ministers or members shall put themselves in an attitude of insubordination or disobedience to The Wesleyan Church as set forth in 5006, the General Board shall be empowered to institute and carry out disciplinary proceedings as set forth in the Judiciary (5305-5320; 5355-5380), and other pertinent provisions of *The Discipline*, and, when deemed necessary, may authorize a General Superintendent or other general official(s) to request an affirmation of loyalty and reorganize the district or other unit involved as set forth in the Judiciary (5320-5325; 5375-5380). Whenever such insubordination occurs in a local church, the General Board shall intervene only when the district officials or district board of administration over the local church shall fail or refuse to act.

#### **H. Amendments**

**4270.** The articles of incorporation for The Wesleyan Church Corporation may be amended by the General Conference by a two-thirds vote at any regular or special session (1590:5).