

Simplified Governance Structure – Articles of Governance<sup>1</sup>  
Salem UMC Conway, AR

**1. The Governing Board**

A single body, known as the Governing Board and consisting of 9 members shall function as the governance structure of Salem UMC, under the provision of UMC Book of Discipline ¶247.2, and shall replace all bodies pertaining to ¶252, 258.1c, d, and e, 258.2a, and b, 258.4, 258.3, and 2525-2551 (Administrative board/Church Council, S/PPR, Finance, and Board of Trustees) and any previous structures contained in the UMC Book of Discipline. Additionally, the new Governing Board shall have the same authority and duties as the combined responsibilities of the former Administrative Board/Church Council ¶252, Finance Committee ¶258.4, S/PPR ¶258.2a, and b., and the Board of Trustees ¶258.3, 2525-2551. The Governing Board shall comply with all responsibilities and tasks of the Book of Discipline ¶243. All matters pertaining to the responsibilities of the Board of Trustees, per the Book of Discipline ¶258.3, 2525-2551, shall be conducted within the regular business session of the Governing Board with all board members having voice and vote on such matters. All members of the board shall have voice and vote for all matters that come before the board. There shall be a Board Chair nominated by the Committee on Nominations and Lay Leadership Development and Board Secretary elected from the body annually. Additionally, the pastor shall comprise the 10th member of the board with voice only. All board members shall be elected to staggered three-year terms to ensure experience and stability within the board. The Governing Board shall complete large tasks by appointing a Task Force consisting of Governing Board members as well as members of the congregation at large and the church staff as appropriate. The Governing Board shall be amenable to the charge conference and function as the executive agency of the charge conference, per the Book of Discipline ¶244.1 and 246, with the pastor as the chief administrative officer.

**2. Permanent Endowment and Planned Giving Ministry Committee**

There shall be elected annually by the charge conference, per the recommendation of the Lay Leadership and Nominating Task Force (See #3 of this document), a Permanent Endowment and Planned Giving Ministry Committee known hereafter as the Permanent Endowment Committee. The Permanent Endowment Committee shall serve according to the Book of Discipline ¶2534. The Permanent Endowment Committee shall exist of 6-9 members with a chair and secretary elected from the body annually. The membership shall be elected to staggered three-year terms to ensure experience and stability within the committee. The Permanent Endowment Committee, as a part of the duties of ¶2534, is charged with overseeing the funds held by the UM Foundation of Arkansas most specifically designated as the Frances Hall Memorial Endowment Fund, of which the interest is to be appropriated as ministry and mission grants to new and on-going ministries of Salem UMC, and the second fund named Salem UMC Conway Endowment Fund for the purpose of capital improvements to Salem UMC.

**3. Committee on Nominations and Lay Leadership Development**

There shall be elected annually by the charge conference, a committee on nominations and lay leadership development. This committee shall function according to the guidelines and regulations as stated in ¶258.1 of the Book of Discipline. The committee shall be comprised of

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<sup>1</sup> Simplified Structure approved by the Salem Church Conference on October 25, 2015 by a vote of 28 in favor to 0 against. Amended unanimously on January 6, 2019 by the Salem Charge Conference.

1 the Pastor, Lay Leader, Lay Member to Annual Conference, and six additional members for a  
2 total of nine. As part of the committee’s duties it will nominate annually at the charge  
3 conference the Governing Board, Committee on Nominations and Lay Leadership Development,  
4 and the Permanent Endowment Committee.

5  
6 **4. The Charge Conference**

7 The Charge Conference shall meet annually for the purposes as set forth in ¶247 of the Book of  
8 Discipline or at other times as indicated in ¶247.7. The provisions of ¶246 shall govern the  
9 business and organization of the charge conference unless otherwise stated. The membership of  
10 the charge conference shall consist of all voting members of The Governing Board, The  
11 Committee on Nominations and Lay Leadership Development, The Permanent Endowment  
12 Committee, all retired ordained clergy and diaconal ministers who elect to hold their membership  
13 in the Salem Charge Conference.

14  
15 **5. Leadership Selection and Removal**

16 All church staff, and their spouses are exempt from holding a position on a governing body (The  
17 Governing Board, Permanent Endowment Committee, Committee on Nominations and Lay  
18 Leadership Development). Additionally, no two persons from the same household shall serve on  
19 a single governing body. The Committee on Nominations and Lay Leadership Development in  
20 considering individuals to serve in leadership positions shall consider the following criteria:  
21 church membership, giving record, active participation in worship and other ministries of the  
22 church, the individual’s spiritual gifts and natural abilities, and the ability of the individual to  
23 bring constructive energy and productivity to the leadership body. Additionally, the stipulations  
24 of The Book of Discipline ¶244.3 shall apply.

25  
26 Removing officers/leaders and filling of vacancies shall be done so in accordance with the  
27 stipulations of the book of discipline ¶250.

28  
29 **6. Officer Descriptions, Duties, and Authority**

30 Each officer and leadership position on the Governing Board has a specific role to perform as  
31 defined below. In general, all positions of the Governing Board shall be responsible for the  
32 mission, vision, and administration of the church. In short, this includes all top-level tasks of  
33 articulating the mission and vision, ensuring the mission and vision are accomplished, and  
34 ensuring that people and property are protected against harm.<sup>2</sup>

35  
36 Chair – The chair of the Governing Board serves to call the meeting to order and preside  
37 over the business of each board meeting. The chair, along with the pastor, is responsible  
38 for creating the agenda, consent agenda, and board packet for each meeting of the board.  
39 Additionally, the chair will be listed as the contact for S/PPR and finance matters with the  
40 district and annual conference.

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42 Secretary – The Secretary of the Governing Board shall be elected from the body  
43 annually. The secretary serves to record the minutes of each board meeting in  
44 accordance with the rules adopted by the board. Once the minutes are approved they

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<sup>2</sup> Adapted from Governance and Ministry by Dan Hotchkiss 2009 the Alban Institute, Rowman and Littlefield Publishers, Pg. 59

1 should be noted as approved as written or approved with corrections, vote recorded, and  
2 placed on file in the church office.

3  
4 Trustee Chair – The Trustee Chair shall work to ensure that the Governing Board fulfills  
5 the duties of the Board of Trustees as outlined in the Book of Discipline ¶258.3, 2525-  
6 2551. Additionally, the Trustee Chair will be listed as such with the district and annual  
7 conference and serve as the contact person for all matters related to ¶258.3, 2525-2551.  
8 The Trustee Chair shall be elected annually (every January) from the body per the book  
9 of Discipline ¶2530.2.

10  
11 Lay Leader – The Lay Leader shall serve as a member of the Governing Board with voice  
12 and vote and fulfill the duties of a Lay Leader as defined in the Book of Discipline ¶251.1.  
13 Additionally, the Lay Leader will be listed as such with the district and annual conference  
14 and shall serve as the alternate Lay Member to Annual Conference for Salem UMC. The  
15 Lay Leader shall serve on the Committee on Nominations and Lay Leadership  
16 Development.

17  
18 Lay Member to Annual Conference – The Lay Member to Annual Conference shall serve  
19 as a member of the Governing Board with voice and vote and fulfill the duties of a Lay  
20 Member to Annual Conference as defined in the Book of Discipline ¶251.2. Most  
21 specifically those duties are to attend Annual Conference each year and vote accordingly  
22 as a representative of the wishes of Salem UMC on all matters before the Annual  
23 Conference. The Lay Member to Annual Conference will be listed as such with the  
24 district and annual conference. The Lay Member to Annual Conference shall serve on  
25 the Committee on Nominations and Lay Leadership Development.

26  
27 At-Large Members – There shall be six At-Large Members elected to serve with voice  
28 and vote on the Governing Board.

29  
30 All members of the Governing Board shall perform their duties within the bounds of this  
31 document and the Book of Discipline as it pertains to specific roles, authority, duties, etc. and all  
32 governing shall be conducted by policy and delegation of authority and responsibility.

### 33 34 **7. Task Force(s) Purpose and Description**

35 Any item that the Governing Board deems necessary may be handled by an appointed Task  
36 Force, including but not limited to: hiring church staff, the annual operating budget, review of  
37 policy, etc. Every task force, unless otherwise noted, must include at least three members of the  
38 Governing Board with voice and vote and as many members from the congregation at large as  
39 Governing Board members. The pastor shall serve ex-officio on every task force. Each task  
40 force shall include, in addition to board members, members of the congregation at-large, and  
41 staff or ministry team leaders with responsibilities that relate to the area of concern or task. The  
42 size of each task force is to be determined by the board and should be large enough to  
43 accomplish the task effectively, but not so large as to hinder the accomplishment of the task.  
44 The task force is to address the issue at hand as directed by the board and to report to the board  
45 for final approval. Once the task is complete, the task force is dissolved.

1 **8. Meeting Notification**

2 Meeting notification of the Governing Board shall be given on the church website and printed in  
3 church publications such as the Mid-week Connections, monthly newsletter, bulletin, etc.

4 Notification of called meetings shall be made in a timely manner to inform the congregation and  
5 members of the board in advance so arrangements can be made to attend.

6  
7 **9. Meeting Frequency**

8 The Governing Board shall meet at regular intervals as determined by the board or as called by  
9 the Chair or the Pastor.

10  
11 **10. Agenda**

12 The agenda for every regular session of the Governing Board shall be published prior to all  
13 regular sessions of the board for both the public and the board members. All reports to be  
14 received by the board, that do not involve discussion by the board, shall be included on the  
15 consent agenda and published with the agenda as part of the board packet. The consent agenda is  
16 to be received at every regular session of the Governing Board. Items to be included in the  
17 consent agenda will be determined by the consent agenda policy to be created by the Governing  
18 Board.

19  
20 Request – Any individual, group/ministry, or representative of a group/ministry both  
21 within and outside the church may request to be placed on the Governing Board agenda.  
22 Request needs to be made in writing to the Board Chair or the Pastor at least two weeks  
23 in advance of any regular session of the Board.

24  
25 Notification – Notification of the agenda shall be made through the church website for  
26 the public, and to each board member by e-mail. The agenda and consent agenda shall be  
27 included in the board packet for each meeting and is placed on the church website and  
28 sent to the board by e-mail at least one week prior to any regular session of the  
29 Governing Board.

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31 **11. Governance by Policy**

32 To avoid micro-management and to delegate authority so that the Governing Board may focus on  
33 their purpose of stewarding and articulating the mission and vision, selecting a strategy for  
34 getting there, and ensuring that people and property are protected against harm the board will  
35 govern by policy. To do this effectively the board will create a policy handbook that will contain  
36 policies in five main categories: governance, discernment, strategy, management, and oversight.<sup>3</sup>

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38 A policy is an authoritative written statement designed to control many individual decisions over  
39 time.<sup>4</sup> Governing by policy is an exercise in looking at the big picture and getting away from the  
40 day-to-day operational aspect of the church by delegating the authority for church/ministry  
41 operations to the appropriate parties much like a corporate board interacts with and delegates  
42 authority for a corporation. The corporate board concern is where is the company headed in the  
43 future and is a profit being made. In the church, the board looks to the future and asks are

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<sup>3</sup> For more on governing by policy see chapter 6 and Appendix B of Governance and Ministry by Dan Hotchkiss, 2009 Rowman and Littlefield.

<sup>4</sup> Taken from Governance and Ministry by Dan Hotchkiss, pg. 91

1 disciples being made? For example, a policy might cover the maintenance of the buildings and  
2 grounds with a policy stating that the buildings and grounds maintenance team can spend up to  
3 \$xxx.xx without further approval for the maintenance of the church property.

4  
5 Potential polices in the five main categories might include:

6 Governance – Philosophy of Governance, Board Covenant, etc.

7 Discernment – Mission Statement, Core Values, Open Questions (What are the  
8 unanswered questions about our mission that we will reflect upon in the coming year?)

9 Strategy – Strategic Plan (capital plan, staffing plan, membership development plan),

10 Vision of Ministry (capital budget, operating budget, Membership development goals, In  
11 what new and different ways will we transform lives in the next 3-5 years)

12 Management – Delegation to staff, Delegation to others, Care for People (health and  
13 safety, nondiscrimination, universal access, etc.), Care for Staff (compensation,  
14 discipline, grievances, etc.), Care for Resources (financial controls, Insurance, Capital  
15 reserves and endowments, Document retention, etc.)

16 Oversight – Monitoring (Financial reports, staff reports, financial audit), Evaluation  
17 (Board and head of staff evaluation, staff evaluations, Clergy leader assessment and  
18 consultation)<sup>5</sup>

## 19 20 **12. Executive Session**

21 All agenda items pertaining to S/PPR business and all other matters of confidentiality are to be  
22 dealt with in executive session. When the Governing Board is in executive session, only  
23 members of the board may be present to ensure confidentiality of sensitive matters. The board  
24 may convene in executive session at anytime during a regular session of the board upon the  
25 request of any board member or paid employee with business before the board. The board chair  
26 or pastor may recognize any request for executive session and call the board into executive  
27 session.

## 28 29 **13. Amendments**

30 A three-fourths majority of the members of Charge Conference may amend this document.  
31 Amendments may originate from the Governing Board, the Charge Conference, or any member  
32 of the congregation. All amendments must be in writing and reference the article of governance  
33 number with deletions noted as a strike through and additions noted in italics.

## 34 35 **14. Rules**

36 The Governing Board shall order its business according to: 1.) the current Book of Discipline of  
37 the United Methodist Church 2.) the Articles of Governance, 3.) the Standing Rules as adopted  
38 by the Governing Board, and 4.) the latest edition of Robert’s Rules of order. The members  
39 present and voting at any duly announced meeting shall constitute a quorum.

## 40 41 **15. Called Emergency Meetings**

42 An emergency meeting of the board may be called at anytime by the chair or the pastor for the  
43 sole purpose of considering pressing needs of the church. Each emergency session should be  
44 recorded as all other meetings are by the secretary and the minutes of the last meeting shall be  
45 read and approved. Notification of the meeting shall be made through e-mail to the board and

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<sup>5</sup> Adapted from Governance and Ministry by Don Hotchkiss Pg. 218

1 the congregation as well as by announcement in Sunday worship should the timeline allow. The  
2 notification of the meeting shall include an agenda for the meeting and consent agendas are not  
3 allowed for called emergency meetings. When the emergency meeting is dealing with items of a  
4 confidential nature, the meeting shall be called and notified as a Called Emergency Executive  
5 Session of the Governing Board.



