

BY-LAWS -DRAFT REVISION 2016
INTER-FAITH COUNCIL FOR SOCIAL SERVICE, INC.

ARTICLE I: NAME

The name of the Corporation shall be the Inter-Faith Council for Social Service, Inc., hereinafter called the "Corporation."

ARTICLE II: OFFICE

The offices of the Corporation shall be located in southern Orange County at a place designated by the Board of Directors.

ARTICLE III: PURPOSES

The Corporation's purposes shall be to:

1. Discover, assess, and publicize the unmet needs of individuals and groups within the community;
2. Organize, coordinate, support and direct efforts of volunteers, staff, congregations and other community groups to address these needs; and
3. Promote advocacy efforts dedicated to alleviating social and economic barriers that prevent individuals and families from achieving their goals.

ARTICLE IV: MEMBERSHIP

Membership of the Corporation shall include: Active volunteers; congregations and other organizational and business partners; donors; employed staff; and honorary life members.

ARTICLE V. MEETINGS OF THE MEMBERSHIP

Section 1. Annual Meeting. The Annual Meeting of Members shall be held in September or October of each year at such date and time as shall be determined by the President. The Annual Meeting shall be chaired by the President and shall be for the purposes of reporting to the membership and electing the members of the Board of Directors, and presenting to them the Directors and Officers of IFC's Board.

Section 2. Special Meetings. Special meetings of the membership may be called by the President, by a majority of the ~~members of the Board of Directors~~ Directors of IFC's Board, or by petition to the Board, signed by 50 Members.

Section 3. Notice. Notice of the Annual Meeting or any special meetings shall be publicized (e.g., newspaper notice, newsletter, special mailing, etc.) at least ten days prior to the meeting, and shall state the place, date and hour of the meeting.

Section 4. Quorum. A quorum shall consist of those Members present and voting.

ARTICLE VI. BOARD OF DIRECTORS

Section 1. Role and Responsibilities. The Board is responsible for overall policy and direction of the Corporation and delegates responsibility for day-to-day operations to the Executive Director. The Board shall oversee and ensure financial support for the property, program operations and affairs and business of the Corporation in accordance with these By-Laws, the Articles of Incorporation, the Purposes of the Corporation and as may otherwise be provided by law. Specific powers of the Board of Directors include:

- a. Defining the mission and goals of the Corporation;
- b. Establishing and/or approving long term plans for the Corporation;
- c. Securing the financial resources required to meet the Corporation's goals and objectives;
- d. Selecting, engaging, directing and removing the Corporation's Executive Director, and annually reviewing his or her performance;
- e. Reviewing and approving an annual operating plan and budget;
- f. Reviewing and approving major changes in the Corporation's programs and services;
- g. Approving major policies of the Corporation;

- h. Approving changes in personnel policies;
- i. Establishing general fundraising policies;
- j. Conducting a periodic review of the Corporation's performance; and
- k. Reviewing the Corporation's By-Laws and suggesting amendments to the Membership;
- l. Admitting new members Directors to the Board of Directors; and
- m. Voting for Board Officers.

Section 2. Number and Election. The number of Directors shall be not less than 12 or more than 25. Within the number fixed, there are two methods of electing Directors to the Board of the IFC.

~~a. Election at the Annual Meeting. At the Annual Meeting, the Board Nominating/Development Committee shall present a slate of nominees for election to the Board of Directors. Nominations may be made from the floor, provided that prior permission has been obtained in writing from each Nominee, and the Chair of the Board Nominating/Development Committee has been notified one week in advance, so that a ballot may be prepared. Directors shall be elected by a simple majority of Members present.~~

~~b. Election at times other than the Annual Meeting. Because~~ Board recruitment is an ongoing process, ~~the~~. The Nominating/Development Committee ~~may~~ shall make nominations from its list of prospective Directors at ~~any~~ regularly scheduled Board meetings. All Directors ~~elected after the Annual Meeting~~ shall serve two-year terms and shall be eligible for re-election to further terms by the Board of Directors. All new Directors elected during the year ~~by this method~~ will be introduced at the next Annual Meeting.

Section 3. Terms. Except as provided otherwise in these by-laws, Directors shall serve two-year terms commencing with the first meeting after one's election. Each Director shall hold office until his/her term expires, or when death, resignation, removal or his/her disqualification occurs. Upon completion of the

first term, a Director may continue to serve for two additional terms. No Director can serve on the Board of Directors for more than six consecutive years. The six-year rule does not apply to continued eligibility in the case where a Director is on the senior leadership track. Senior leadership is defined as the positions of Vice-President, President and Past-President.

After a one-year hiatus, a previous Director may serve again. An outgoing President who has completed his or her term on the Board shall serve one additional year as Past-President.

- a. **Designated One-Year Terms.** No more than five additional Directors representing IFC client, student, congregation and other designated constituencies may serve one-year terms.
- b. **Resignations.** Any Director may resign at any time by giving written notice to the President of the Board. The resignation takes effect upon receipt of notice or at a later date as specified in the notice. Any Director may be removed at any time with or without cause by 2/3 vote of the Board of Directors.
- c. **United Church of Chapel Hill Director.** Due to the close working relationship of the agency and the United Church of Chapel Hill, there shall be a permanent seat on the Board for a Director from the United Church. The Church may designate an individual of their choice, but not for less than a regular two-year term.
- d. **Piedmont Health Services Director.** Due to the close working relationship of the agency and Piedmont Health Services, there shall be a permanent seat on the Board for a Director from that organization. Piedmont Health Services may designate an individual of their choice, but not for less than a regular two-year term.
- e. **State Employees Credit Union (SECU) Foundation Director:** Due to the extensive financial support of the agency and SECU, there shall be a permanent seat on the Board for a Director from that organization. SECU may designate an individual of their choice, but not for less than a regular two-year term.

Section 4. Regular Meetings. Meetings of the Board of Directors shall be held regularly to conduct the business of the Corporation, ~~but and~~ no fewer than four (4) times during the corporate operating year. All meetings of the Board of Directors shall be open to all Members of the Corporation, except when personnel issues are under discussion. The Board shall designate the time and place of meetings.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called at any time by the President or by a majority of the Directors then in office.

Section 6. Notice of Meetings. At the beginning of the Board year, Members of the Board of Directors shall be provided with a list of regularly scheduled Board meetings, which will constitute notice of those meetings. Notice of any other meetings of the Board of Directors shall be delivered at least 72 hours before the meeting. Notification must be delivered personally, and can be made by appropriate means at the address shown based on the contact information each Director has provided to the Agency ~~the records of the corporation.~~

Section 7. Waiver of Notice. Should it be necessary to call a meeting with less than 72 hours' notice, the attendance by a Director at such meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the expressed purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 8. Quorum and Voting. A quorum shall consist of a majority of the Directors in office at the time of the meeting. The act of the majority of Directors present at a meeting of which a quorum is present shall be the action of the Board of Directors. Proxy voting is prohibited.

Section 9. Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board shall individually or collectively consent in writing ~~or by phone, email or other electronic means~~ to that specific action. Such ~~written~~ consent or consents shall be filed with the minutes of the proceedings of the Board. ~~Such action by written consent~~, and shall have the same force and effect as the unanimous vote of Directors.

Section 10. Removal and Resignation. Any Director may be removed by a two-thirds vote of the Board of Directors at any meeting if notice of such removal has been given in the call to the meeting at which the removal shall take place. Any Director with three unexcused absences from regularly scheduled meetings during any twelve-month period shall be deemed to have resigned, unless the Board shall favorably consider his or her petition for reinstatement. For an absence to be excused, the Board Member must contact the President of the Board or the Executive Director prior to the scheduled meeting. Any Director may resign at any time by giving notice in writing to the President or Secretary of the Corporation. Such The resignation shall be effective at the time specified therein, or if no time is specified, at the time such the resignation is received by the President or Secretary. The Board of Directors shall fill any vacancy that may occur by removal or resignation.

Section 11. Compensation. No Director shall receive any compensation for his or her service, except that the Board of Directors may by resolution provide for reimbursement of actual travel and lodging expenses incurred in the performance of the duties of Director.

ARTICLE VII: OFFICERS

Section 1. Officers. The Officers of the Corporation shall be the President, Vice-President, Secretary, Treasurer and such other Officers as may be determined by the Board.

Section 2. Nomination and Election of Board Officers

1. Except as provided below, the President will serve a one-year term, followed by a one-year term as Past-President. Should the President be unable or unwilling to fulfill his or her duties during his or her term in office, the Vice-President will assume the office of President.
2. The Vice President will succeed the President as President of the Board during the next Board year, unless the Board determines otherwise.

- a. Each July, the Chair of the Board Nominating/Development Committee will ask the Vice President if he or she is willing to serve as President the next Board year.
- b. If the Vice President assents, the Board Nominating/Development Committee shall prepare a complete slate of new officers, using the following process:
 - 1) For the Vice President position, the Nominating/Development Committee should consider the Treasurer and Secretary, as well as the head of any active committee of the Board who has served for at least one year in that position, or any Board member who sometime in the past has served as a Board officer. (An active committee is considered one that meets regularly and makes recommendations to the Board).
 - 2) For the Treasurer and Secretary positions, consideration is to be given to the incumbents in those positions, as well as the heads of active committees, and any other member of the Board, provided that they have the skills necessary for the office.
- c. If the Vice-President is unable or unwilling to serve as President, or the Board determines that the Vice-President should not assume the role of President during the next Board year, the following process will occur:
 - 1) The Chair of the Board Nominating/Development Committee shall ask the Board whether it wishes to ask the President to serve a second year as President. The vote will take place by written ballot during a closed session of the Board, at a time when the President is not present.
 - 2) If the Board assents, the Chair of the Board Nominating/Development Committee shall promptly ask the President if he or she is willing to serve a second term.
 - 3) If the President agrees to serve a second term, the Board Nominating/Development Committee will develop a slate of candidates for Vice President, Treasurer, and Secretary for the Board to vote on at the August Board meeting.

- 4) If the President declines to serve a second term, then the Nominating/Development Committee will develop a slate for all Board Officer positions, using the principles outlined above.
 - 5) The Board Nominating/Development Committee may seek feedback from the Executive Committee about the proposed slate. The full slate of candidates will be presented to the Board for their vote at the August Board meeting.
 - 6) If the slate of candidates is not approved by a majority of the Board, the Board Nominating/Development Committee will promptly work to identify additional candidates, and present them to the Board for a vote as soon as is practicable.
3. The slate of newly elected Board Officers shall be presented at IFC's annual meeting in October.

Section 2.3. Election and Terms of Office. The Board Officers elected for the new term shall be elected annually by the Directors at their first meeting following the IFC's Annual Meeting of the Members. An Officer shall hold office until the first meeting of the Directors following the next Annual Meeting of the Members or until a successor is elected and seated. If necessary to fill an office that has become vacant, the Board of Directors may elect an Officer at a regular meeting. Officers may be re-elected to serve in the same office a total of three one-year terms. At the end of the third term, the Officer is not eligible for re-election to the same office for a period of one year. A majority of the Board may vote to suspend this rule for an individual office, but must renew the exemption each time it applies.

Section 3. Removal.

Any Officer appointed or elected may be removed by the Board of Directors at a special meeting of the Board called for that purpose. Notice of any such removal shall be given in the call to the meeting at which the removal shall take place.

Section 4. Resignations. Any Officer may resign at any time by giving written notice to the Board of Directors or the President of the Corporation. Any such

resignation shall take effect according to its terms, or upon its being accepted by the Board of Directors.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise any other reason may be filled for the unexpired portion of the term, by a majority vote of the members of the Board of Directors present at a duly called meeting. Notice of the filling of any such vacancies shall be given in the call to the meeting at which vacancies will be filled.

Section 6. President. The President shall be the chief elected Officer of the Corporation and shall have all the powers, and shall perform all the duties and responsibilities commonly incident to and vested in the office of the chair of the Board of Directors of a corporation. The President shall:

- a. Schedule and preside at all meetings of the Board and Executive Committee;
- b. Be a member ex-officio of all Committees, except the Board Nominating/Development Committee, and with the Executive Committee exercise general supervision over their work and that of the other Officers to assure that the mission of the Corporation is achieved;
- c. Appoint the chairpersons of Board Committees and Task Groups, and serve as liaison between the Corporation's Board, its Committees, and the Executive Director;
- d. Facilitate and coordinate the Board's discharge of its responsibilities as set forth in these by-laws and by Board resolution;
- e. Ensure there is an neutral transparent annual review of the Executive Director's performance;
- f. Serve as spokesperson for the Corporation's Board;
- g. Execute, in the name of the Corporation, all contracts related to the purchase of real estate, as authorized by the Board, and any document requiring the signature of a corporate officer; and

- h. Perform ~~such~~ other duties ~~as~~ the Board may designate.

Section 7. Vice-President. The Vice-President shall perform all the duties of the President during the absence or inability of the President to perform such duties. Based on the recommendation of the Board Nominating/Development Committee, it is customarily understood that the Vice-President will succeed the President when his or her terms ends. The Vice-President shall perform such other duties as the President and the Board may designate, including but not limited to:

- a. Serving as a member of the Board and the Executive Committee;
- b. Assisting the President in the performance of his or her duties whenever requested;
- c. Attending special meetings as directed by the President;
- d. Chairing Committees or Task Groups as requested by the President; and
- e. Representing the Inter-Faith Council to other organizations as requested by the President.

Section 8. Secretary. The Secretary of the Corporation shall ensure that records are maintained of all Board and Executive Committee meetings, and shall perform all duties incident to the office of the Secretary, and ~~such~~ other duties as may be assigned by the President or by the Board of Directors, including but not limited to:

- a. Serving as a member of the Board and the Executive Committee;
- b. Ensuring that all actions of Board and Executive Committee meetings are recorded in the minutes and distributed to Board members and others as approved by the Board, ~~and~~;
- c. Ensuring that notices of meetings are given in accordance with the provisions of these by-laws or as required by law~~;~~.

d. Recording, signing or attesting all official documents and records of the Corporation; and

e. Serving as the custodian of the corporate records and of the seal of the Corporation, and seeing that the seal is affixed to all documents requiring such seal.

Section 9. Treasurer. The Treasurer shall have all the powers and shall perform all the duties commonly incident to and vested in the office of the treasurer of a corporation, and such other duties as the President and the Board may designate, including but not limited to:

- a. Serving as a member of the Board and the Executive Committee;
- b. Ensuring that the Corporation maintains accurate financial records;
- c. Monitoring Corporation expenditures to assure operation within the annual budget;
- d. Exercising a fiduciary responsibility for the Corporation;
- e. Annually recommending an auditing firm for the Board's approval, and ensuring that an audit is prepared at the close of each fiscal year;
- f. Ensuring that all Board financial policies are followed;
- g. Ensuring that regular financial reports are submitted to the Board; and
- h. Reviewing the Annual Budget as submitted by the Executive Director.

ARTICLE VIII. COMMITTEES

Section 1. Creation and Powers. In addition to the Standing Board Committees designated in these by-laws, the Board of Directors may create one or more Committees, which shall have and may exercise such powers as conferred or authorized by the resolutions creating them. The said powers and resolutions of

these new Standing Board Committees shall be affixed to the appendices of these by-laws. It is understood that ad hoc committees created by the Board are temporary, and as such, it is not necessary to define their powers in appendices affixed to these by-laws.

Section 2. Appointment of the Chair and Membership. The President shall appoint Chairpersons of Board Committees or Task Groups. Chairpersons of Standing Board Committees must be Board members. Committee members are usually selected by the Committee Chair, but may also be designated by the President.

Section 3. Minutes. All Board Committees shall keep regular minutes of their proceedings, and shall report them to the Board as appropriate.

Section 4. Meetings. A majority of any Committee may determine its action and fix the time and place of its meetings, unless the Board of Directors shall provide otherwise. All Committee meetings shall be open to all Members of the Corporation, except when personnel issues are under discussion, or when necessary to serve the Goals of the Corporation.

Section 5. Executive Committee. The Executive Committee shall be composed of the President, Vice-President, Secretary, Treasurer, Chair of the Board Nominating/Development Committee and such other persons as may be determined by the President. The Executive Director shall serve without vote.

The Executive Committee shall be empowered to act for the Board on all matters properly within the jurisdiction of the Board, which the President determines cannot be held over until the next meeting of the Board. All actions of the Executive Committee shall be reported to the Board for approval at its next meeting and shall be subject to revision or alteration by the Board at such that meeting, provided that no rights of third parties shall be adversely affected by such revision or alteration.

Section 6. Board Nominating/Development Committee. ~~The Board Nominating/Development Committee shall report to each meeting of the Members at which elections are to be held its recommendations as to its~~

recommendations At each meeting of the Directors at which elections are held, the Board Nominating/Development Committee shall report:

- a. Its nominations for Directors ~~then~~ to be elected; ~~and~~
- b. The number of spaces on the Board of Directors ~~to be~~ left vacant ~~to be filled~~ at the discretion of the Board.; ~~and The Board Nominating/Development Committee shall also report to meetings of the Directors at which Officers are to be elected its~~
- c. Recommendations for persons to be elected ~~as Directors.~~

The Board Nominating/Development Committee shall periodically review the skills and qualifications of Board members, identify gaps and assess Board performance. The Committee shall make recommendations to the Board regarding actions to be taken to strengthen Board function.

As described in these By-laws, the Chair of the Nominating/Development Committee shall work with the Board President and/or Vice-President to develop a slate of candidates to fill the Executive Committee positions.

Section 7. Finance Committee. The Finance Committee shall be chaired by the Treasurer. The Finance Committee shall advise the Treasurer in the financial and investment matters of the Corporation and shall review and recommend to the Directors the operating budgets and capital expenditure plans of the Corporation.

ARTICLE IX: STAFF

Section 1. Authority to Hire Staff. The Board of Directors shall hire a Chief Executive Officer, who shall have the title of Executive Director. The Executive Director shall have the authority to hire staff as authorized by approval of the annual budget by the Board of Directors.

Section 2. Duties of the Executive Director. The Executive Director shall be responsible to the Board of Directors, ~~and~~ shall manage the Corporation in administering the conduct of its business, ~~and~~ shall perform ~~such~~ duties commonly incident to and vested in the office of Chief Executive Officer of a

Corporation, and such other duties as that the President and the Board may designate, including:

- a. Reporting to and advising the Board on all significant matters of the Corporation's business, and seeing that all orders and resolutions of the Board are carried into effect;
- b. Speaking for or otherwise representing the Corporation between meetings of the Board, within the boundaries of the policies and purposes established by the Board and as set forth in the Articles of Incorporation and these By-Laws;
- c. Hiring and firing all volunteer and employed personnel, in accordance with Board policy and the operating objectives approved by the Board;
- d. Implementing personnel policies adopted by the Board of Directors;
- e. Developing the overall programs and services of the Corporation based on the mission and plans set by the Board of Directors;
- f. Expending the budget as authorized by the Board, with any proposals for change made in consultation with the Treasurer, with Board approval;
- g. Executing in the name of the Corporation:
 - 1) General operating leases and agreements that are consistent with the approved operating budget;
 - 2) Contracts with Federal, State and local government agencies, provided they have been authorized by the Board if they represent new or expanded services for the Corporation; and
 - 3) Agreements with foundations, corporations and non-governmental agencies, provided they have been authorized by the Board if they represent new or expanded services for the Corporation;

- h. Co-signing checks, drafts, or other orders for payment of money as designated by the Board;
- i. Ensuring that deposit of all monies and other assets is made in the name of the Corporation according to policies or in such depositories as the Board of Directors may prescribe; and
- j. Furnishing the Board with an operating report at each meeting.

ARTICLE X: GENERAL PROVISIONS

Section 1. Corporate Seal. The Corporate seal shall be in such form as shall be approved from time to time by the Board of Directors.

Section 2. Fiscal Year. The fiscal year of the Corporation shall be fixed by the Board of Directors.

Section 3. Bond. The Board of Directors may by resolution require any or all officers, agents, or employees of the Corporation to be subject to 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.

Section 4. Standard of Care. A Director shall perform the duties of a Director, including duties as a member of any Committee in good faith, in a manner such Director believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinary prudent person in a like situation would use under similar circumstances.

Section 5. Conflict of Interest. The Corporation, the Board of Directors or any Committee shall not approve or enter into any contract, agreement or transaction with a third party if any member of the Board of Directors has a direct or indirect financial interest in, or is employed by such a third party. After full disclosure of all the material facts to all Directors of the Corporation, such a contract, agreement or transaction may be entered into if it is specifically approved by a vote of the majority of ~~votes entitled to be cast by~~ the Directors. ~~(other than votes entitled to be cast by the adversely interested Director (or Directors) in which such Director (or Directors) has (have) a financial interest or is employed)~~ A Director or

Directors who have a financial or other vested interest in, or who are employed by such a third party, must abstain from voting on a contract, agreement, or transaction related to the third party. Each member of the Board of Directors of the Corporation shall notify in writing the Executive Director and the Board of Directors of any such conflict of interest.

Section 6. Indemnification. Every person who is or shall have been a Director or Officer of the Corporation and his or her personal representatives may be indemnified by the Corporation against all costs and expenses reasonably incurred by or imposed upon him or her in connection with or resulting from any action, suit, or proceeding to which he or she may be made a party by reason of his or her having been a Director or Officer of the Corporation or of any subsidiary or affiliate thereof, except in relation to such matters as to which he or she shall finally be adjudicated in such action, suit, or proceeding to have acted in bad faith and to have been liable by reason of willful misconduct in the performance of his or her duty as such while a Director or Officer. "Costs and expenses" shall include, but without limiting the generality thereof, attorney's fees, damages, and reasonable amounts paid in settlement.

Every person who is or has been a Director or Officer of the Corporation, as well as his/her personal representatives, may be indemnified by the Corporation against all costs and expenses reasonably incurred by or imposed in connection with or resulting from any action, suit, or proceeding to which he/she may have been made a party by reason of having been a Director or Officer of the Corporation or of any subsidiary or affiliate thereof.

- a. "Costs and expenses" shall include, but are not limited to, attorney's fees, damages, and reasonable amounts paid in settlement.
- b. The Corporation has no obligation to indemnify any Director or Officer, current or past, if he/she has been adjudicated to have acted in bad faith or to have been liable by reason of willful misconduct in the performance of his/her duty while a Director or Officer.

Section 7. Dissolution and Dedication of Assets. The properties and assets of this non-profit Corporation are irrevocably dedicated to charitable and educational purposes. No part of the net earnings, properties or assets of the Corporation, on

dissolution or otherwise, shall inure to its Directors, Officers or Members. On liquidation or dissolution, all properties, assets, and obligations shall be distributed and paid over to an organization dedicated to charitable and educational purposes, which has established its tax-exempt status under Internal Revenue Code Section 501 (c)(3).

Section 8. Parliamentary Authority. The conduct of all meetings of the Corporation shall be in accord with Robert's Rules of Order, Revised.

Section 9. Amendments to the By-Laws. These by-laws may be altered, amended, repealed, and new by-laws adopted by a majority of those in attendance at any regular or special Membership meeting, provided, however, at least ten (10) days' notice in writing shall be given of the intention to alter, amend, repeal, or adopt new by-laws. Normally, amendments shall come from the Board of Directors, but any ten (10) Members may submit an amendment for consideration of the Membership.